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ONE TWENTY FIVE HIGH STREET

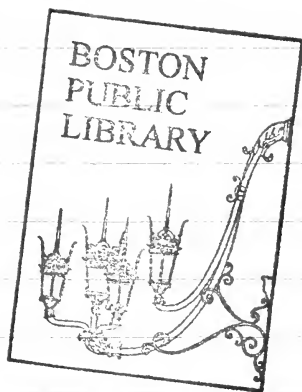
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Amended

Amended Development Plan &
Schematic Design Submission



CBD
P966.H
1987

April 15, 1987

Boston Redevelopment Authority
Boston City Hall
One City Hall Square
Boston, Massachusetts 02201

Attention: Mr. William D. Whitney

Re: Application Letter for Planned Development
Area ("PDA") Designation and Development
Plan and Development Impact Project Plan Approval

Ladies and Gentlemen:


Reference is made to the above-captioned Application Letter submitted to you on December 5, 1986 for a Planned Development Area designation with respect to the block bounded by High, Oliver, Purchase and Pearl Streets located in Boston's financial district and to the accompanying Development Plan and Schematic Design Submission (the "Original Submission").

Transmitted herewith is an Amended Application Letter of even date together with 10 binders entitled "Amended Development Plan and Schematic Design Submission" (the "Amended Submission"). The Amended Submission contains a complete set of the documents included in the Original Submission, amended to reflect the recent modifications made to the project and shown on the drawings dated March 5, 1987 previously submitted to you. Also transmitted herewith are three copies of the Amended Submission, marked to show changes from the Original Submission.

We respectfully request that the Authority approve the Development Plan and Development Impact Project Plan, and in connection therewith petition the Boston Zoning Commission to grant the requested PDA designation, recommend to the Boston Board of Appeals the proposed zoning exceptions set forth in the Amended Submission, and recommend to the Boston Zoning Commission the special orders necessary for the proposed fire station and ambulance facility.

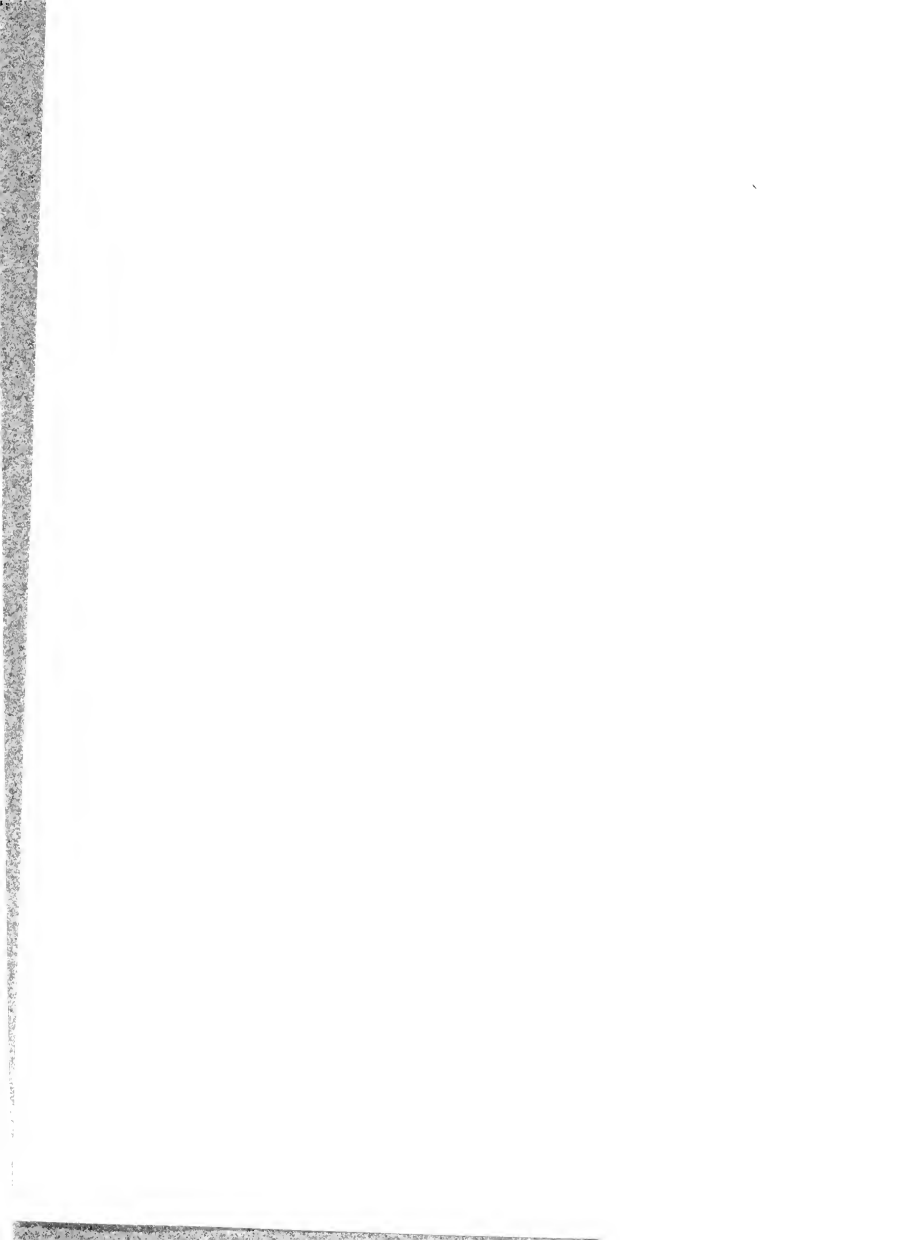
Respectfully submitted,

THE PROSPECT COMPANY

By: 

Brian K. Gabriel, Vice President

cc: ✓ Mr. Stephen Coyle
Paul McCann, Esq.



ONE TWENTY FIVE HIGH STREET

AMENDED
DEVELOPMENT PLAN AND SCHEMATIC SUBMISSION

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April 15, 1987



April 15, 1987

Boston Redevelopment Authority
Boston City Hall
One City Hall Square
Boston, Massachusetts 02201

Re: Amended Application Letter for Planned Development
Area ("PDA") Designation and Development Plan and
Development Impact Project Plan Approval

Ladies and Gentlemen:

Reference is made to the Application Letter submitted to you on December 5, 1986, for a Planned Development Area designation with respect to the block bounded by High, Oliver, Purchase and Pearl Streets located in Boston's financial district (the "Original Application Letter"). To reflect the recent modifications made to the project and shown on drawings dated March 5, 1987 previously submitted to you, the Original Application Letter is hereby amended and restated as follows:

The Prospect Company ("Prospect"), a Delaware corporation, on behalf of One Twenty Five High Street Limited Partnership, a limited partnership to be formed under the laws of the Commonwealth of Massachusetts (the "Applicant") by Prospect, Spaulding and Slye Company ("S&S"), a Massachusetts limited partnership, and New England Telephone and Telegraph Company ("NET"), a New York corporation, hereby applies for a designation of a PDA under Section 3-1A of the Boston Zoning Code (the "Code"). The site for which the PDA is requested is the block bounded by High, Oliver, Purchase and Pearl Streets located in Boston's financial district and containing approximately 109,135 square feet of land, as more particularly described in Exhibit A attached hereto (the "Site"). The Development Plan and Development Impact Project Plan dated April 15, 1987 (the "Development Plan") accompanying this Amended Application Letter, in accordance with Sections 3-1A, 26A-3 and 26B-3 of the Code, contains a detailed description of the Project, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, projected number of employees, proposed traffic circulation, parking and loading facilities, access to public transportation, dimensions of

structures, building elevations, schematic layout drawings, exterior building materials and the neighborhood. A summary of the proposed development is set forth below.

1. Summary of Proposed Development: The project will entail renovation of the three existing four- to six-story buildings located at the corner of Purchase and Oliver Streets, with a portion along Purchase Street housing the proposed new City of Boston ambulance facility (collectively "Building 1"), construction of a new 30-story office/retail building and an infill base typically five stories in height, with the portion along Purchase Street rising from five to nine stories and, in a portion thereof, housing the proposed new Fort Hill Fire Station (collectively "Building 2"), and construction of a new 21-story office/retail building ("Building 3") (collectively the "Project"). The Project will contain approximately 1,402,385 square feet of gross floor area, approximately 24,400 square feet of which will be devoted to the New Fort Hill Fire Station, approximately 2,600 square feet of which will be devoted to the proposed new City of Boston ambulance facility, approximately 1,359,465 square feet of which will be devoted to office use and approximately 15,920 square feet of which will be devoted to retail use. All three Buildings will be joined by an interior landscaped atrium. As shown on the schematic design drawings for the Project listed in Exhibit D to the Development Plan, parking for approximately 850 vehicles will be provided on five or six levels below grade, approximately 700 of which spaces will be reserved for tenant parking (including approximately 30 spaces for use by the proposed fire station and approximately seven spaces for use by the proposed ambulance facility) and approximately 150 of which will be reserved for public parking.

The development of the Site will complete the revitalization of the Fort Hill/High Street business district. The upgrading of sidewalks and streets, the creation of exterior arcades, the construction of the new Fort Hill Fire Station and the new City of Boston ambulance facility, the addition of approximately 150 public parking spaces and the creation of interior space accessible to the public will provide new public amenities for the City.

2. Present Owners of the Site: The entire Site is owned by Prospect's affiliate, The Travelers Insurance Company, a Connecticut corporation ("TIC"), except for the City of Boston fire station and the approximately 19,069 square foot lot on which it is located and the approximately 1,822 square foot vacant lot located at the corner of High Street and Oliver Street, both of which parcels are owned by the City of Boston and described in Exhibit B attached hereto (the "City Parcels"). It is anticipated that the City Parcels will be purchased by the Applicant from the

City of Boston, that a portion of the City Parcels will be discontinued and that the City's rights in any alleyways, lanes or courts within the Site will be released, prior to demolition of the Travelers Building. The TIC intends to convey to the Applicant its interest in the Site prior to commencement of construction of the Project.

The names and addresses of the owners of the Site and of the abutters to the Site are set forth in Exhibit C attached hereto.

3. Market Analysis: One Twenty Five High Street is located within Boston's financial district. The approximately 1,359,465 square feet of gross floor area of proposed office space and the approximately 15,920 square feet of gross floor area of proposed retail space will address projected future demands for first class office and retail space in Boston's financial district.

It is anticipated that the Project will be available to NET beginning in the summer of 1990 and by other tenants early in 1991, by which time the office space in currently approved downtown projects is expected to have been absorbed. The Project is expected to be delivered into a healthy leasing market.

The retail space to be included in the Project will include a restaurant and/or shops, thereby substantially increasing the retail activity in the area of the Site.

4. Financial Information: A Development Pro Forma of the Project is attached hereto as Exhibit D. An Operating Pro Forma of the Project is attached hereto as Exhibit E.

5. Financially Involved Participants: As of the date of this letter, there are no parties financially involved with the Project except for the following:

The Prospect Company
One Tower Square
Hartford, Connecticut 06183

The bank reference for The Prospect Company is:

John Richardson
Vice President
Connecticut National Bank
777 Main Street, 25th Floor
Hartford, Connecticut 06115

Spaulding and Slye Company
150 CambridgePark Drive
Cambridge, Massachusetts 02140

The bank reference for Spaulding and
Slye Company is:

David O'Brien
Vice President
Bank of New England
28 State Street, 29th Floor
Boston, Massachusetts 02109

New England Telephone and Telegraph Company
245 State Street, Room 1101
Boston, Massachusetts 02109

The bank reference for New England Telephone
and Telegraph Company is:

Lisa Gallagher
Assistant Vice President
Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

6. Public Benefits: In connection with the development of the Site, the City will receive increased tax revenues, so-called linkage payments, the new Fort Hill Fire Station and the new City of Boston ambulance facility. In addition to the public amenities to be created on the Site, the Project will generate approximately 630 construction-related jobs and approximately 4,700 permanent jobs (including approximately 1,850 permanent jobs which will be transferred from other Boston locations by NET), and will enable NET to consolidate employees from 11 Massachusetts locations, thereby retaining in Boston approximately 3,000 jobs. The Project will be an aesthetic coalition of the old and the new and will significantly add to the quality of life and the economic vitality of the Fort Hill/High Street business district.

We respectfully request that the BRA grant the PDA designation requested herein.

Respectfully submitted,

The Prospect Company

By: 

Brian K. Gabriel
Second Vice President

EXHIBIT A
to
Amended Application Letter
for
One Twenty Five High Street

Description of the Site

Certain parcels of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street, Oliver Street, Purchase Street and Pearl Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at the easterly intersection of High Street and Pearl Street, said corner being the westerly corner of said parcels; thence running

N 38-04-39 E	149.89 feet to a point; thence turning and running
N 36-07-35 E	51.01 feet to a point; thence turning and running
N 36-06-59 E	in two courses measuring 69.22 feet and 10.00 feet to a point, said last four courses being by the southeasterly sideline of High Street; thence turning and running
N 39-24-16 E	17.50 feet to a point of curvature; thence running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running

S 44-55-25 E in two courses measuring 22.36 feet and 311.07 feet by the southwesterly sideline of Oliver Street to a point; thence turning and running

S 50-43-21 W 137.41 feet to a point; thence turning and running

S 50-43-35 W 50.08 feet to a point; thence turning and running

S 54-48-04 W 182.87 feet to a point, said last three courses being by the northwesterly sideline of Purchase Street; thence turning and running

N 35-23-51 W 271.99 feet by the northeasterly sideline of Pearl Street to the point of beginning.

Containing 109,135 square feet, more or less.

Together with such other adjacent land located at the intersection of High Street and Oliver Street as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

A portion of said parcel is registered land, being described in Certificate of Title No. 25747 in the Suffolk Registry District, therein bounded and described as follows:

SOUTHEASTERLY by Purchase Street, thirty-three and 13/100 (33.13) feet;

SOUTHWESTERLY by land formerly of J. Harris Niles, the line running through the middle of a party wall, forty-nine and 69/100 (49.69) feet;

SOUTHEASTERLY by the same, one and 21/100 (1.21) feet;

SOUTHWESTERLY still by said Niles land, the line running through the middle of a party wall, fifty and 40/100 (50.40) feet;

NORTHWESTERLY eighty-three hundredths of a foot;
and

SOUTHWESTERLY six and 66/100 (6.66) feet still by said Niles
land;

NORTHWESTERLY by the southeasterly line of Hartford Place,
nineteen and 60/100 (19.60) feet; and

NORTHEASTERLY by the southwesterly line of Hartford Street,
one hundred seven and 23/100 (107.23) feet.

All of the boundaries of said registered land are determined by the Land Court to be located as shown on a plan drawn by Aspinwall and Lincoln, Civil Engineers, dated January 22, 1915, as approved by the Court, filed in the Land Registration Office as Plan No. 5341-A, a copy of a portion of which is filed with Certificate of Title No. 8290.

EXHIBIT B
to
Amended Application Letter
for
One Twenty Five High Street

Description of the City Parcels

Parcel I: Vacant Lot

A certain parcel of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street and Oliver Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at a point on the southerly sideline of Oliver Street near High Street, said point being N 44-55-25 W 311.07 feet from the southerly intersection of Purchase Street and Oliver Street, said point also being the northeasterly corner of said parcel; thence running

S 49-17-58 W	47.74 feet to a point; thence turning and running
N 40-34-43 W	42.54 feet to a point; thence turning and running
N 39-24-16 E	17.50 feet to a point; thence turning and running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running

S 44-55-25 E 22.36 feet by the southerly sideline of Oliver Street to the point of beginning.

Containing 1,822 square feet, more or less.

Together with any and all right, title and interest in and to High Street Court.

Together with such other adjacent land located at the intersection of High Street and Oliver Street as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

Parcel II: Fire Station Lot

A certain parcel of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on Oliver Street, as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at a point on the southerly sideline of Oliver Street, said point being N 44-55-25 W 92.79 feet from the southerly intersection of Purchase Street and Oliver Street, said point being the southeasterly corner of said parcel; thence turning and running

S 42-45-24 W 57.51 feet to a point; thence turning and running

S 58-33-18 W 6.65 feet to a point; thence turning and running

S 60-04-53 W 71.10 feet to a point; thence turning and running

N 42-28-45 W 148.32 feet to a point; thence turning and running

N 52-16-25 E 69.00 feet partially by High Street Court to a point; thence turning and running

S 40-36-25 E 2.70 feet; thence turning and running

N 50-18-17 E 9.02 feet to a point; thence turning and
 running

S 40-34-23 E 17.32 feet to a point; thence turning and
 running

N 49-20-07 E 50.50 feet, said last nine courses being by
 land now or formerly of The Travelers
 Insurance Company, to a point; thence turning
 and running

S 44-55-25 E 132.63 feet by the southerly sideline of
 Oliver Street to the point of beginning.

Containing 19,069 square feet, more or less.

Together with any and all right, title and interest in and to High Street Court, Lane Place and any and all courts, lanes or alleyways now or formerly used for access to and from High Street or High Street Court.

EXHIBIT C
to
Amended Application Letter
for
One Twenty Five High Street

List of Owners and Abutters

LIST OF OWNERS OF SITE

<u>OWNER</u>	<u>LOT ADDRESS</u>	<u>PARCEL NO.</u>
The Travelers Insurance Company 109 Purchase Street Boston, MA 02110	-135 Oliver-105 Purchase Street -109 Purchase Street	#4099 #4100
The Travelers Insurance Company 127 Oliver Street Boston, MA 02210	-Purchase Street -91 Oliver Street -127 Oliver Street	#4101 #4106 #4110
The Travelers Insurance Company 125 High Street Boston, MA 02210	-125 High Street	#4102
The Travelers Insurance Company 139 High Street Boston, MA 02110	-139 High Street & High Street Court	#4104
The Travelers Insurance Company 93 Oliver Street Boston, MA 02110	-93 Oliver Street	#4107
City of Boston One City Hall Plaza Boston, MA 02201 Attn: City Clerk	-Corner of Oliver Street and High Street -Fort Hill Fire Station -Fort Hill Fire Station	#4105 #4108 #4109

LIST OF ABUTTERS TO SITE

ABUTTER	LOT ADDRESS	PARCEL NO.
City of Boston	-Corner of Congress Street	#4352
One City Hall Plaza	and Atlantic Avenue	
Boston, MA 02201	(Bus Terminal)	
Attn: City Clerk	-516 Atlantic Avenue	#2953-1
Real Property Dept.	-90 Oliver Street	#4060
Fire Dept.	-Atlantic Avenue	n/a
	-Land Under Expressway	n/a
	-Purchase Street	n/a
	-Congress Street	n/a
	-High Street	n/a
	-Oliver Street	n/a
	-Pearl Street	n/a
	-Franklin Street	n/a
	-Northern Avenue	n/a
BC Phase 2 Associates	-55-93 Oliver Street	#4075
Limited Partnership	-1 Oliver Street	#4071
c/o Chiofaro Company	(International Place)	
1 Post Office Square		
Boston, MA 02109		
Commonwealth of	- John F. Fitzgerald	n/a
Massachusetts	Expressway	
Office of Real Property		
Division of Capital		
Planning and Operations		
Executive Office for		
Administration &		
Finance		
One Ashburton Place		
15th Floor		
Boston, MA 02108		
Antonio Natola, et al	- 149-151 Pearl Street	#4187
149 Pearl Street		
Boston, MA 02110		
Nick Andritsakis, et al	- 145-147 Pearl Street	#4186
147 Pearl Street		
Boston, MA 02110		
Gel Bar Mass. Corp.	- 141-143 Pearl Street	#4185
141 Pearl Street		
Boston, MA 02110		

Martin F. Galvin, Jr. Trusts 137 Pearl Street Boston, MA 02110	- 137-139 Pearl Street	#4184
Dorothy F. Billings 133 Pearl Street Boston, MA 02110	- 133-135 Pearl Street	#4183
Sargent Collier Trusts c/o Hamlen Collier & Co. 10 Liberty Square Boston, MA 02109	- 129-131 Pearl Street - 123-127 Pearl Street - 115-119 Pearl Street	#4182 #4181 #4180
Bruno Dunn Realty Corp. 113 Pearl Street Boston, MA 02110	- 109-111 Pearl Street	#4179
New England Telephone & Telegraph Co. c/o W. Thomae 185 Franklin Street Boston, MA 02107	- 110 High Street to 185 Franklin Street block	#4176
Hexalon Real Estate, Inc. 3525 Piedmont Road Atlanta, GA 30305	- 209 Franklin Street (State Street Bank Bldg.)	#4134
Fred M. Dellorfono, Jr. Trusts 126 High Street Boston, MA 02110	-126-138 High Street	#4133
Eleanor Thanos Trusts c/o McCormack and Zimble 225 Franklin Street Boston, MA 02109	- 265 Franklin Street block (Paine Webber Bldg.)	#4035
Chadwick Bldgs. Co. Mass Limited Partnership 99 Bedford Street Boston, MA 02111	- 172-174 High Street - 176-184 High Street	#4048 #4047
Harborsista Assoc. CT Limited Partnership 470 Atlantic Avenue Boston, MA 02210	- 474-466 Atlantic Avenue	#2956

Boston Edison Station 3 800 Boylston Street Boston, MA 02199	- 488 Atlantic Avenue	#2954 #2953 #2955
Russia Wharf Company Mass. Limited Partnership 270 Congress St. Boston, MA 02210	- 520-540 Atlantic Avenue	#2952
Rowes Wharf Associates Limited Partnership 352 Atlantic Avenue Boston, MA 02210	-324-352 Atlantic Avenue	#2961
Atlantic Avenue Limited Partnership c/o Northland Management Corp. 2150 Washington Street Newton Lower Falls, MA 02162	-400 Atlantic Avenue	#2960
United States of America 408 Atlantic Avenue Boston, MA 02210	-408 Atlantic Avenue	#2959
Alfred Hook Et Al Elmcrest Drive Melrose, MA 02176	-440 Atlantic Avenue	#2958
One 37393 Canada Inc. 452 Atlantic Avenue Boston, MA 02210	-452 Atlantic Avenue	#2957
Federal Reserve Bank 556 Atlantic Avenue Boston, MA 02210	-556-624 Atlantic Avenue	#4340
David Rose Et Al 380 Madison Avenue New York, NY 10017	-219 Congress Street	#4390
Two 60 Franklin Inc. c/o Jaymont Properties 260 Franklin Street Boston, MA 02110	-260 Franklin Street	#4023

DEVELOPMENT PRO FORMA
FOR BUILDING 1

SQUARE FOOTAGE:	RENTABLE LAND	46,000 <u>9,000</u>		
ACQUISITION:	PROPERTY COSTS PRIVATELY OWNED PROPERTY	<u>\$3,600,000</u>		\$75 per rentable square foot
HARD COSTS:	CONSTRUCTION, INCLUDING REHABILITATION, AND SITE IMPROVEMENTS	4,500,000		
	TENANT IMPROVEMENTS	<u>700,000</u>		\$15 per rentable square foot
		<u>\$5,200,000</u>		
SOFT COSTS:	ARCHITECT/ENGINEERING LEGAL INSURANCE MARKETING, BROKERAGE PROJECT ADMINISTRATION CONSTRUCTION LOAN INTEREST FINANCING FEES REAL ESTATE TAXES PERMITS, TITLE OPERATING LOSS LIQUIDATION GENERAL AND ADMINISTRATIVE			
		<u>\$4,000,000</u>		
CONTINGENCY	3.9% OF HARD COSTS	<u>\$200,000</u>		
TOTAL DEVELOPMENT COSTS		<u>\$13,000,000</u>		
	SOFT COSTS/HARD COSTS		77.0%	
	SOFT COSTS/TOTAL DEVELOPMENT COSTS		31.0%	

NOTE 1: All amounts are approximate.

NOTE 2: The Developer is in the process of completing the budget for Building 1. Numbers given are estimates.

DEVELOPMENT PRO FORMA
FOR BUILDINGS 2 AND 3

SQUARE FOOTAGE: RENTABLE LAND 1,410,000
100,000

ACQUISITION: PROPERTY COSTS
PRIVATELY OWNED PROPERTY
CITY OWNED PROPERTY

HARD COSTS: SITE IMPROVEMENTS
CONSTRUCTION
& PARKING

TENANT IMPROVEMENTS
FIRE STATION DEMOLITION
& REBUILD

SOFT COSTS: ARCHITECT/ENGINEERING
LEGAL
INSURANCE
MARKETING, BROKERAGE
PROJECT ADMINISTRATION
CONSTRUCTION LOAN INTEREST
FINANCING FEES
REAL ESTATE TAXES
PERMITS, TITLE
OPERATING LOSS
LINKAGE
GENERAL AND ADMINISTRATIVE

CONTINGENCY 8.7% OF HARD COSTS

TOTAL DEVELOPMENT COSTS

SOFT COSTS/HARD COSTS
SOFT COSTS/TOTAL DEVELOPMENT COSTS

NOTE 1: All amounts are approximate.

NOTE 2: Total cost of City-owned land and construction of fire station equals \$10,000,000. The price paid to the City for the City-owned land will be reduced by the value of the leasehold for the existing and new fire station and the ambulance facility.

EXPLANATION
OF COSTS

COSTS

\$52,000,000
3,000,000

\$55,000,000

\$ 1,200,000

183,400,000

27,000,000

7,000,000

\$218,600,000

\$10,000,000

1,500,000

1,400,000

9,200,000

12,000,000

54,300,000

2,300,000

5,600,000

2,200,000

32,900,000

7,400,000

5,500,000

\$144,300,000

\$19,100,000

\$437,000,000

66.0%

33.0%

→ 845/FAL-6SF x .88
→ 3634.5/14.585

\$12 per square
foot of land

\$130 per rentable
square foot

\$19 per rentable
square foot

4.6% OF HARD COSTS

OPERATING PRO FORMA
FOR BUILDING 1

	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000
RENTAL REVENUE: (\$22 PER RENTABLE SQUARE FOOT)	1,012,000	1,012,000	1,012,000	1,012,000	1,012,000	1,232,000	1,232,000	1,232,000	1,232,000	1,232,000
VACANCY	(51,000)	(51,000)	(51,000)	(51,000)	(51,000)	(62,000)	(62,000)	(62,000)	(62,000)	(62,000)
CASH FLOW AVAILABLE FOR DEBT SERVICE	\$961,000	\$961,000	\$961,000	\$961,000	\$961,000	\$1,170,000	\$1,170,000	\$1,170,000	\$1,170,000	\$1,170,000
DEBT SERVICE (ASSUMING: 12.00%, 32 12.00%, 32 MORTGAGE CONSTANT)	1,595,000	1,595,000	1,595,000	1,595,000	1,595,000	1,595,000	1,595,000	1,595,000	1,595,000	1,595,000
NET CASH FLOW	(634,000)	(634,000)	(634,000)	(634,000)	(634,000)	(425,000)	(425,000)	(425,000)	(425,000)	(425,000)

	EXPLANATION OF COSTS
TOTAL DEVELOPMENT COSTS	\$13,000,000
MORTGAGE	13,000,000
EQUITY REQUIREMENT	-0-
RETURN ON COST	7.4%
100% OF TOTAL DEVELOPMENT COST	
0% OF TOTAL DEVELOPMENT COST	

NOTES:

- 1 All amounts are approximate.
- 2 All amounts are based on 1991 dollars.
- 3 Debt service coverage is 1.10 for Buildings 1, 2 and 3.

**OPERATING PRO FORMA
FOR BUILDINGS 2 AND 3**

	<u>1991</u>	<u>1992</u>	<u>1993</u>	<u>1994</u>	<u>1995</u>	<u>1996</u>	<u>1997</u>	<u>1998</u>	<u>1999</u>	<u>2000</u>
RENTAL REVENUE: PER (\$41.62)										
RENTABLE SQUARE FOOT)										
29,343,000	44,015,000	52,818,000	58,686,000	58,686,000	64,167,000	66,907,000	69,647,000	69,647,000		
PARKING REVENUE: (813 SPACES @ \$323 PER MONTH)										
1,576,000	2,362,000	2,836,000	3,151,000	3,277,000	3,408,000	3,544,000	3,686,000	3,834,000	3,987,000	
(1,005,000)	(1,507,000)	(1,808,000)	(2,009,000)	(2,009,000)	(2,196,000)	(2,290,000)	(2,346,000)	(2,384,000)	(2,384,000)	
VACANCY										
CASH FLOW AVAILABLE FOR DEBT SERVICE	\$29,914,000	\$44,870,000	\$53,846,000	\$59,828,000	\$59,954,000	\$65,379,000	\$68,161,000	\$69,891,000	\$71,097,000	\$71,250,000
DEBT SERVICE (ASSUMING: 12.00% - 12.27% EARLY 12.27% MORTGAGE CONSTANT)	53,620,000	53,620,000	53,620,000	53,620,000	53,620,000	53,620,000	53,620,000	53,620,000	53,620,000	53,620,000
NET CASH FLOW	(23,706,000)	(8,750,000)	226,000	6,208,000	6,334,000	11,759,000	14,541,000	16,271,000	17,477,000	17,630,000

**EXPLANATION
OF COSTS**

TOTAL DEVELOPMENT COSTS	<u>\$437,000,000</u>	100% OF TOTAL DEVELOPMENT COST
MORTGAGE	<u>437,000,000</u>	
EQUITY REQUIREMENT	-0-	0% OF TOTAL DEVELOPMENT COST
RETURN ON COST	<u>13.7%</u>	

NOTES:

- 1 All amounts are approximate.
- 2 All amounts are based on 1991 dollars.
- 3 Debt service coverage is 1.10 for Buildings 1, 2 and 3.

2

Fact Sheet and Map

ONE TWENTY FIVE HIGH STREET

Fact Sheet and Map

Developer: The Prospect Company ("Prospect"), a Delaware corporation, on behalf of One Twenty Five High Street Limited Partnership, a limited partnership to be formed under the laws of the Commonwealth of Massachusetts by Prospect, Spaulding and Slye Company, a Massachusetts limited partnership, and New England Telephone and Telegraph Company, a New York corporation.

Architect: Jung/Brannen Associates, Inc., a Massachusetts corporation.

Site: Property bounded by High, Oliver, Purchase and Pearl Streets located in Boston's financial district and containing approximately 109,135 square feet of land. Development of the Site will require the acquisition by the Developer from the City of Boston of the Fort Hill Fire Station and the approximately 19,069 square foot lot on which it is located and the approximately 1,822 square foot vacant lot located at the corner of High and Oliver Streets, the discontinuance of a portion of the City-owned lots, and the release by the City of Boston of any and all of its rights in any alleyways, lanes or courts within the Site.

Development Proposal: The Project will entail renovation of three existing vacant four- to six-story buildings located at the corner of Purchase and Oliver Streets, with a portion along Purchase Street housing the new proposed City of Boston ambulance facility ("Building 1"), construction of a new 30-story office/retail building and an infill base typically five stories in height, with the portion along Purchase Street rising from five to nine stories and housing, in a part thereof, the proposed new City of Boston fire station ("Building 2"), and construction of a new 21-story office/retail building

("Building 3"). Parking for approximately 850 vehicles will be provided on five or six levels below grade of which approximately 700 spaces are expected to be reserved for tenant parking (including 30 spaces for use by the proposed fire station and seven spaces for use by the proposed ambulance facility) and approximately 150 spaces for public parking.

Estimated

Project Cost:

\$223,800,000 base building hard construction cost.

Existing

Zoning:

The proposed PDA is in a B-10 district and in a restricted parking district.

Zoning

Exceptions:

Zoning exceptions will be required for floor area ratio, rear yard, parapet setback, parking and loading, and certain uses listed as conditional in the Boston Zoning Code, all as more fully set forth in the Development Plan and Development Impact Project Plan for Plan Development Area No. __ dated April 15, 1987.



Location Map

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11.7.86

DEVELOPMENT PLAN
and
DEVELOPMENT IMPACT PROJECT PLAN
for
PLANNED DEVELOPMENT AREA NO. ____

ONE TWENTY FIVE HIGH STREET

April 15, 1987

Developer: The Prospect Company ("Prospect"), a Delaware corporation, on behalf of One Twenty Five High Street Limited Partnership, a limited partnership to be formed under the laws of the Commonwealth of Massachusetts (the "Developer") by Prospect, Spaulding and Slye Company ("S&S"), a Massachusetts limited partnership, and New England Telephone and Telegraph Company ("NET"), a New York corporation. The business address, telephone number and designated contact for the Developer are: 150 CambridgePark Drive, Cambridge, Massachusetts 02140, Telephone: 617 864-2700, Designated Contact: Peter M. Small.

Principals of S&S developed One Washington Mall, a 16-story, 154,000 square foot office building located in Government Center. One Washington Mall was developed as part of the Government Center renewal program. The building was sold in 1979 to Bank of New England.

NET is the owner of the following buildings located in Boston: (i) 41 Belvidere Street, a six-story office building

4/15/87

Prospect has no other current or former projects within the City of Boston. However, Prospect's affiliate, The Travelers Insurance Company (the "TIC"), developed the 16-story, 358,000 square foot office building (the "Travelers Building") presently located on the Site described below.

Site Description/Project Area: A certain parcel of land bounded by High, Oliver, Purchase and Pearl Streets, located in Boston's financial district and containing approximately 109,135 square feet, more particularly described in Exhibit A attached hereto and shown on Exhibit B attached hereto (the "Site"). Development of the Site will require the acquisition by the Developer from the City of Boston of the fire station which fronts on Oliver Street and the approximately 19,069 square foot lot on which it is located and the approximately 1,822 foot vacant lot located at the corner of High Street and Oliver Street, both of which parcels are more particularly described in Exhibit C attached hereto (the "City Parcels"), the discontinuance of a portion of the City Parcels, and the release by the City of Boston of any and all of its rights in any alleyways, lanes or courts within the Site.

General Description of Proposed Development and Use
Allocation: The project will entail renovation of the three existing vacant four- to six-story buildings located at the corner of Purchase and Oliver Streets, with a portion along Purchase

Street housing the proposed new City of Boston ambulance facility (collectively referred to herein as "Building 1") and the construction of the following: (i) a 30-story office/retail building, and an infill base typically five stories in height, with the portion along Purchase Street rising from five to nine stories and housing, in a part thereof, the proposed new City of Boston fire station (collectively referred to herein as "Building 2"); and (ii) a 21-story office/retail building ("Building 3") (collectively referred to herein as the "Project"). All three Buildings will be joined by an interior landscaped atrium. As shown on the schematic design drawings for the Project listed in Exhibit D attached hereto, parking for approximately 850 vehicles will be provided on five or six levels below grade, approximately 700 of which spaces will be reserved for tenant parking (including approximately 30 spaces for use by the proposed fire station and approximately seven spaces for use by the proposed ambulance facility) and approximately 150 of which will be reserved for public parking.

Location and Appearance of Structures: The location and appearance of the Buildings shall generally conform with the schematic design drawings listed in Exhibit D attached hereto. These plans are subject to further design review and refinement and are hereby incorporated into this Plan.

The exterior building materials of the Project will be compatible with the buildings on neighboring blocks. The exterior of Building 1 is and will remain brick. The exterior materials of Buildings 2 and 3 will include glass, granite and metal panels.

Legal Information: There are no legal judgments or actions pending which directly involve the Project. There are not now, nor have there been in the past, tax arrearages on any Boston property while under the ownership of Prospect, NET or S&S.

The entire Site is owned by the TIC, except for the City Parcels which are owned by the City of Boston. It is anticipated that the City Parcels will be purchased by the Developer from the City prior to demolition of the Travelers Building. The TIC intends to convey to the Developer its interest in the Site (and any improvements located thereon) prior to commencement of construction of the Project.

Building Dimensions: The dimensions of the Buildings will generally conform with the drawings listed in Exhibit D to this Plan. The height of Building 1¹ will not exceed 100 feet, the height of Building 2 will not exceed 400 feet and the height of Building 3 will not exceed 300 feet.

¹For purposes of this Plan, the term "height of building" shall have the meaning given to it in Section 2-1(23) of Article 2 of the Boston Zoning Code, as in existence on December 5, 1986 and not as the same may be amended thereafter.

Proposed Traffic Circulation: Vehicular access and egress for the Site shall be provided by the four existing streets bounding the Site. The local street system currently serving the Site forms a grid with Purchase Street and High Street both one-way westbound, Pearl Street one-way northbound, and Oliver Street one-way southbound. Access to and egress from the below-grade parking facility and loading bays will be by way of Purchase Street.

Pedestrian access to the Project will be primarily through the three main entrances on High, Oliver and Pearl Streets; access will also be provided through an entrance on Purchase Street. Pedestrian ways throughout the landscaped atrium will connect all of the Buildings with the surrounding streets.

Parking and Loading Facilities: As shown on the schematic design drawings for the Project listed in Exhibit D attached hereto, the 105 parking spaces currently existing on the Site will be replaced with approximately 850 off-street parking spaces, approximately 700 of which will be reserved for tenant parking (including approximately 30 spaces for use by the proposed fire station and approximately seven spaces for use by the proposed ambulance facility) and approximately 150 of which will be for public parking. The parking spaces will be provided on five or six levels below-grade. Pedestrian access to the garage will be

through elevators and stairways located in the lobbies of Buildings 2 and 3 and through the basement of Building 1.

Approximately 9 loading bays will be provided on the first level below-grade. The parking and loading facilities will be in general conformity with the facilities shown on drawings 4 and 19 through 23 listed on Exhibit D attached hereto.

Projected Number of Employees: It is anticipated that the Project will generate approximately 630 construction-related jobs and approximately 4,700 permanent office and retail jobs (of which approximately 1,850 permanent jobs will be transferred from other Boston locations by NET, the anchor tenant).

Access to Public Transportation: The proposed Site is well served by public transportation. Three of the four MBTA subway lines are within walking distance of the Site, South Station (Red Line) being within 1,000 feet to the southwest, the State Station (Blue and Orange Lines) being within 1,800 feet to the northwest, and the Aquarium Station (Blue Line) being within 2,000 feet to the northeast. The fourth line (Green) is available indirectly via a transfer from the Red Line at the Park Street Station. In addition to the subway lines, the commuter rail terminals serving the southern and western suburbs are located at South Station; the commuter rail terminals serving the northern suburbs are located at North Station which is a 15-minute walk from the Site or can be reached via the Orange Line; the terminus of the MBTA's express

bus service to the western suburbs is located only two blocks west of the Site; the MBTA's express bus service to the north is provided at the Haymarket Station which is an 8- to 10-minute walk from the Site or can be reached via the Orange Line; and private commuter bus service is provided at South Station. Finally, a new commuter boat docking facility servicing the south shore communities is operating at Rowes Wharf, approximately 1,000 feet east of the Site.

Over the next five years, substantial improvements are planned for the subway and commuter rail lines serving the downtown area. These improvements, which include track and signal system upgrading, station modernization, platform lengthening, and new rolling stock, will insure that adequate system capacity exists to accommodate expected new demand from increased development and changes in commuting patterns.

Open Spaces and Landscaping: The Buildings will be joined by a glass enclosed, climate-controlled atrium and associated common areas which will be landscaped and which will serve as an interior courtyard, with a limited amount of open space at the entrances to the Buildings as shown on drawings 4 and 35 listed in Exhibit D attached hereto. The atrium is shown on drawings 4, 5, 24, 25, 31 and 35 listed in Exhibit D attached hereto and the landscaping for the Site is shown on drawings 4, 24, 25, 31 and 35 listed in said Exhibit D.

Design Review Status and Procedures: The design review process to be observed by the Developer and the BRA shall be as set forth in the BRA's "Development Review Procedures" dated 1985, revised 1986, namely, review of items which affect site improvements, exterior facades, roofscape and interior public spaces ("Design Review Process"). The schematic design for the Project, as shown on the plans listed in Exhibit D attached hereto, satisfies the submission requirements for Phase I under the Design Review Process.

Permits: As part of the Design Review Process, the BRA has required the preparation of an Environmental Impact Assessment ("EIA") for the Project. By letters dated August 13, 1986 and August 25, 1986, the BRA notified the Developer that the scope of the EIA must include transportation impacts/access plan, shadow, daylight, excavation/soil conditions, air quality, noise, utility systems, energy, historical landmarks, design and aesthetics and construction impacts. The Draft EIA was submitted to the BRA on December 5, 1986 and notice thereof was published in the Environmental Monitor on December 10, 1986. The BRA provided comments on the Draft EIA by letter dated February 12, 1987 to Brian K. Gabriel. The Final EIA was submitted to the BRA on April 6, 1987 and notice thereof was published in the Environmental Monitor on April 13, 1987.

In addition, the Project is subject to the review requirements of the Massachusetts Environmental Policy Act ("MEPA"). An Environmental Notification Form for the Project was submitted to the Secretary of the Executive Office of Environmental Affairs ("EOEA") on August 29, 1986 and notice thereof was published in the Environmental Monitor on September 10, 1986. The Secretary of the EOEA issued the scope of the EIR on October 10, 1986 which indicated that the jurisdiction of MEPA extends only to sewer and related water matters and to air quality matters. The Draft Environmental Impact Report ("EIR") was filed with the Secretary of the EOEA on December 3, 1986 and notice thereof was published in the Environmental Monitor on December 10, 1986. The Secretary of the EOEA provided comments on the Draft EIR in a certificate dated January 16, 1987 (the "Secretary's Certificate"). The Final EIR was filed with the Secretary of the EOEA on February 17, 1987 and notice thereof was published in the Environmental Monitor on February 26, 1987. A copy of the Final EIR, which includes copies of the Environmental Notification Form, the scope of the EIR, and the Secretary's Certificate, was submitted to the BRA on February 17, 1987. The Secretary of the EOEA issued a certificate dated April 6, 1987 stating that the Final EIR adequately and properly complies with MEPA, a copy of which has been transmitted to the BRA.

In order to connect sewer lines to the Site, a Sewer Connection and Extension Permit will be needed from the Massachusetts Department of Water Pollution Control. The sewer connection will need to be approved by the Boston Water and Sewer Commission. In addition, the Massachusetts Water Resources Authority, which operates the regional sewer system serving Boston, must issue a permit for the Project or issue a letter waiving its requirements for the Project.

The construction of the proposed parking facility at the Project requires several permits and approvals. The Boston Air Pollution Control Commission approved, after hearings held on January 7, 1987 and February 23, 1987, the issuance of a Parking Freeze Permit for the proposed 150 public spaces and granted an exemption for the proposed 700 tenant-employee spaces. The Boston Public Safety Commission must authorize the storage of gasoline in the tanks of vehicles parked within a structure and the construction and maintenance of an enclosed garage facility. A conditional use permit or exception is required from the Boston Board of Appeal for the parking facility since the Site is located in a Restricted Parking District. An approval for a curb cut is required from the Boston Department of Public Works.

Notification to the Federal Aviation Administration must be given in connection with the construction of an object, such as a high-rise office building, which might affect navigable air space.

The Massachusetts Department of Environmental Quality Engineering must approve plans for furnaces, boilers or other fuel burning equipment on the Site that exceeds a specified generating capacity. The Project may require a permit from the United States Environmental Protection Agency under the National Pollution Discharge Elimination System program in connection with storm water runoff from roofs and paved areas on the Site. Massachusetts law may also require a water pollution permit issued by the Division of Water Pollution Control with regard to storm water runoff. A number of approvals from City agencies will also be needed in connection with the conveyance by the City of the City Parcels.

One or more demolition permits must be obtained prior to the demolition of the existing structures on the Site. Certain building code variances may be required, and one or more building permits must be secured, prior to construction of the various structures to be located on the Site. Finally, certificates of occupancy, certifying the completion of those structures, must be obtained before any buildings are placed in use.

Compliance with Approved Schematic Plans: The schematic plans listed in Exhibit D attached hereto satisfy the submission requirements for Phase I under by the Design Review Process. Construction of the Project will proceed in general conformance with these plans. As is the case with any project of this scope,

and as a result of the various reviews of the Project to be undertaken in connection with the securing of all permits and approvals therefor, changes to the Project may be made and any such changes which affect site improvements, exterior facades, roofscape and interior public spaces shall be subject to the approval of the BRA pursuant to the Design Review Process.

Zoning: The Site is located in a B-10 zoning district. It is anticipated that the BRA will petition the Boston Zoning Commission to designate the Site as a Planned Development Area ("PDA"), and if so designated the Site will be located in a B-10-D Zoning District. The Site is also located in a Restricted Parking District.

Although all of the Buildings will be physically joined by an atrium and entrance lobbies, any of the three Buildings may be financed and/or owned independently of the others, and therefore, the lot on which each Building is located must be considered as a separate zoning lot, capable of being mortgaged and conveyed as such. For the purpose of such separate ownership and/or financing and for the purpose of the zoning analysis, the Site will be divided into three lots as shown on drawing 41 listed in Exhibit D attached hereto.

Proposed Uses: The proposed uses of the Project will include office space, retail stores and restaurant space, a new City of Boston fire station (Building 2 only) and a new City of Boston

ambulance facility (Building 1 only). The Project will contain approximately 1,402,385 square feet of gross floor area, including approximately 1,359,465 square feet of which will be devoted to office use, approximately 15,920 square feet of which will be devoted to retail use, approximately 24,400 square feet of which will be devoted to the new fire station, and approximately 2,600 square feet of which will be devoted to the new ambulance facility. Retail services will primarily be located on the first floor of the Buildings.

Densities: The underlying zoning district for the Site is B-10, General Business, with a maximum floor area ratio ("FAR") of 10.0. This Plan calls for an FAR of not more than 12.85 for the entire Project, based upon the ratio of 1,402,385 square feet of proposed gross floor area² to 109,135 square feet of lot area.

The FAR for each of the separate zoning lots included on the Site is provided in Exhibit E to this Plan. Separately analyzing each of the lots for zoning compliance results in FARs for the

²For purposes of this Plan, the term "gross floor area" shall have the meaning given to it in Section 2-1(21) of Article 2 of the Boston Zoning Code, as in existence on December 5, 1986 and not as the same may be amended thereafter. And, as customary, gross floor area has been determined by excluding mechanical shafts (including smoke exhaust shafts, toilet pipe shafts, stair pressurization shafts, rain leader shafts, electrical risers and elevator shafts and overrides), electrical rooms, floor main mechanical rooms, and below-grade parking.

individual lots which are both higher and lower than the FAR calculation for the Project as a whole.

Development Impact Project Contribution: As required under Section 26A-3 of the Boston Zoning Code, the Developer will enter into a Development Impact Project Agreement with the BRA (the "DIP Agreement") and will be responsible for making a Development Impact Project Contribution (the "DIP Contribution") with regard to the Project. The DIP Contribution shall be made, at the Developer's option, by (i) the grant and payment by the Developer of a sum of money, payable at the times and in the manner and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Contribution Grant"), (ii) the creation by the Developer of low and moderate income housing units at a cost at least equal to the amount of the Housing Contribution Grant and under the conditions specified in the DIP Agreement (referred to in said Section 26A-3 as the "Housing Creation Option"), or (iii) a combination of items (i) and (ii) above. Should the Developer's obligation with regard to the DIP Contribution with respect to all of the Buildings be satisfied solely in the form of a Housing Contribution Grant, total payments from the Developer would equal approximately \$6,376,925, calculated as follows:

Total Gross Square Footage of Uses Enumerated in Table D of Article 26A of the Code	1,375,385 gsf
Less Exemption	100,000 gsf
Net Gross Square Footage for Purposes of Payment	1,275,385 gsf
	<u>x \$5</u>
Total Housing Contribution Grant:	\$6,376,925

Jobs Contribution Grant: As required under Section 26B-3 of the Boston Zoning Code, the Developer will also be responsible for making a Jobs Contribution Grant with regard to the Project. The Jobs Contribution Grant shall be payable at the times, in the manner and under the conditions specified in the DIP Agreement. It is anticipated that the total Jobs Contribution Grant for all of the Buildings will equal approximately \$1,275,385, calculated as follows:

Total Gross Square Footage of Uses Enumerated in Table E of Article 26B of the Code	1,375,385 gsf
Less Exemption	100,000 gsf
Net Gross Square Footage for Purposes of Payment	1,275,385 gsf
	<u>x \$1</u>
Total Jobs Contribution Grant:	\$1,275,385

Public Benefits: The Project, which includes first class office and retail space and the full renovation and integration of three 19th-century buildings, will complete the revitalization of the Fort Hill/High Street business district. The upgrading of sidewalks and streets, the creation of exterior arcades, the construction of a new City of Boston ambulance facility and a new City of Boston fire station, the addition of approximately 150 public parking spaces and the creation of interior space accessible to the public will provide new public amenities for the City. Pedestrians will circulate through the Project under a covered, landscaped atrium containing retail establishments. The Project will significantly add to the City's tax base (property taxes are expected to rise from \$1.4 million to approximately \$5.6 million annually) and the total of the so-called linkage and jobs contribution payments to the City will equal approximately \$7,652,310. In addition to providing approximately 630 construction-related jobs and approximately 4,700 permanent jobs (including approximately 1,850 permanent jobs which will be transferred from other Boston locations by NET), the Project will enable NET to consolidate employees from 11 Massachusetts locations, thereby retaining in Boston approximately 3,000 jobs. The Project will be an aesthetic coalition of the old and the new and will significantly add to the quality of life and the economic vitality of the Fort Hill/High Street business district.

Other Documents: The documentation submitted to the BRA simultaneously with this Plan and not specifically incorporated into this Plan is for background information only and as such does not constitute a part of this Plan.

EXHIBIT A
to
Development Plan
and
Development Impact
Project Plan
for
Planned Development
Area No. _____
One Twenty Five High Street

Description of the Site

Certain parcels of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street, Oliver Street, Purchase Street and Pearl Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at the easterly intersection of High Street and Pearl Street, said corner being the westerly corner of said parcels; thence running

N 38-04-39 E	149.89 feet to a point; thence turning and running
N 36-07-35 E	51.01 feet to a point; thence turning and running
N 36-06-59 E	in two courses measuring 69.22 feet and 10.00 feet to a point, said last four courses being by the southeasterly sideline of High Street; thence turning and running
N 39-24-16 E	17.50 feet to a point of curvature; thence running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running

S 44-55-25 E in two courses measuring 22.36 feet and 311.07 feet by the southwesterly sideline of Oliver Street to a point; thence turning and running

S 50-43-21 W 137.41 feet to a point; thence turning and running

S 50-43-35 W 50.08 feet to a point; thence turning and running

S 54-48-04 W 182.87 feet to a point, said last three courses being by the northwesterly sideline of Purchase Street; thence turning and running

N 35-23-51 W 271.99 feet by the northeasterly sideline of Pearl Street to the point of beginning.

Containing 109,135 square feet, more or less.

Together with such other adjacent land located at the intersection of High Street and Oliver Street as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

A portion of said parcel is registered land, being described in Certificate of Title No. 25747 in the Suffolk Registry District, therein bounded and described as follows:

SOUTHEASTERLY by Purchase Street, thirty-three and 13/100 (33.13) feet;

SOUTHWESTERLY by land formerly of J. Harris Niles, the line running through the middle of a party wall, forty-nine and 69/100 (49.69) feet;

SOUTHEASTERLY by the same, one and 21/100 (1.21) feet;

SOUTHWESTERLY still by said Niles land, the line running through the middle of a party wall, fifty and 40/100 (50.40) feet;

NORTHWESTERLY	eighty-three hundredths of a foot; and
SOUTHWESTERLY	six and 66/100 (6.66) feet still by said Niles land;
NORTHWESTERLY	by the southeasterly line of Hartford Place, nineteen and 60/100 (19.60) feet; and
NORTHEASTERLY	by the southwesterly line of Hartford Street, one hundred seven and 23/100 (107.23) feet.

All of the boundaries of said registered land are determined by the Land Court to be located as shown on a plan drawn by Aspinwall and Lincoln, Civil Engineers, dated January 22, 1915, as approved by the Court, filed in the Land Registration Office as Plan No. 5341-A, a copy of a portion of which is filed with Certificate of Title No. 8290.

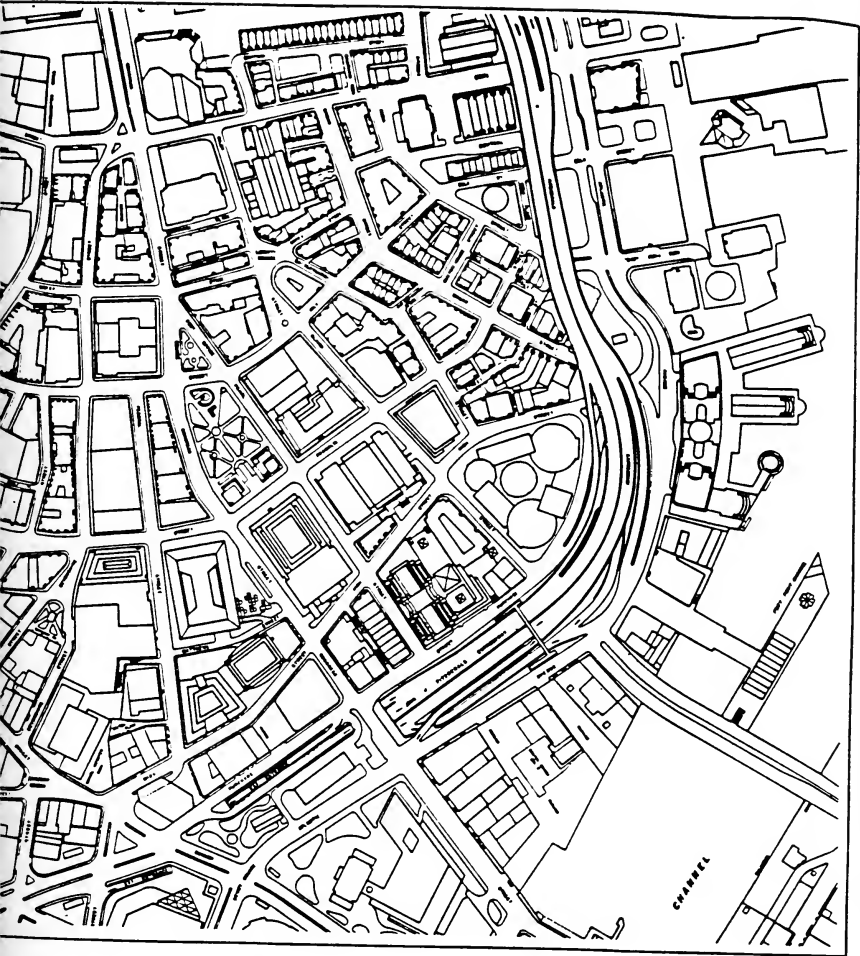


EXHIBIT B to Development Plan and
Development Impact Project Plan
for Planned Development Area No. —
One Twenty Five High Street

EXHIBIT C
to
Development Plan
and
Development Impact
Project Plan
for
Planned Development
Area No. _____
One Twenty Five High Street

ONE TWENTY FIVE HIGH STREET

Description of City Parcels

Parcel I: Vacant Lot

A certain parcel of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street and Oliver Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at a point on the southerly sideline of Oliver Street near High Street, said point being N 44-55-25 W 310.18 feet from the southerly intersection of Purchase Street and Oliver Street, said point also being the northeasterly corner of said parcel; thence running

S 49-17-58 W	47.74 feet to a point; thence turning and running
N 40-34-43 W	42.54 feet to a point; thence turning and running
N 39-24-16 E	17.50 feet to a point; thence turning and running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running

S 44-55-25 E 22.36 feet by the southerly sideline of Oliver Street to the point of beginning.

Containing 1,822 square feet, more or less.

Together with any and all right, title and interest in and to High Street Court.

Together with such other adjacent land located at the intersection of High Street and Oliver Street, as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

Parcel II: Fire Station Lot

A certain parcel of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on Oliver Street, as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at a point on the southerly sideline of Oliver Street, said point being N 44-55-25 W 92.79 feet from the southerly intersection of Purchase Street and Oliver Street, said point being the southeasterly corner of said parcel; thence turning and running

- S 42-45-24 W 57.51 feet to a point; thence turning and running
- S 58-33-18 W 6.65 feet to a point; thence turning and running
- S 60-04-53 W 71.10 feet to a point; thence turning and running
- N 42-28-45 W 148.32 feet to a point; thence turning and running

N 52-16-25 E	69.00 feet partially by High Street Court to a point; thence turning and running
S 40-36-25 E	2.70 feet; thence turning and running
N 50-18-17 E	9.02 feet to a point; thence turning and running
S 40-34-23 E	17.32 feet to a point; thence turning and running
N 49-20-07 E	50.50 feet, said last nine courses being by land now or formerly of The Travelers Insurance Company, to a point; thence turning and running
S 44-55-25 E	132.63 feet by the southerly sideline of Oliver Street to the point of beginning.

Containing 19,069 square feet, more or less.

Together with any and all right, title and interest in and to High Street Court, Lane Place and any and all courts, lanes or alleyways now or formerly used for access to and from High Street or High Street Court.

EXHIBIT D
to
Development Plan
and
Development Impact
Project Plan
for
Planned Development
Area No.
One Twenty Five High Street

List of Schematic Design Drawings

Plans dated November 17, 1986 and prepared by Jung/Brannen
Associates, Inc. Architects and Planners:

Drawing No. 1. Area Plan
Drawing No. 2. Roof Plan
Drawing No.2a. Neighborhood Plan
Drawing No. 3. Site Survey
Drawing No. 4. Ground Floor
Drawing No. 5. Second Floor
Drawing No. 6. Third Floor
Drawing No. 7. Fourth Floor
Drawing No. 8. Fifth Floor
Drawing No. 9. Sixth Floor
Drawing No.10. Seventh Floor
Drawing No.11. Eighth Floor
Drawing No.12. Ninth Floor
Drawing No.13. Mid Rise Floors (Floors 10-15)
Drawing No.14. Mid Rise Floors (Floors 16-22)
Drawing No.15. High Rise Floors (24th Floor)
Drawing No.16. High Rise Floors (25th Floor)
Drawing No.17. High Rise Floors (28th Floor)
Drawing No.18. High Rise Floors (30th Floor)
Drawing No.19. Parking Level -1
Drawing No.20. Parking Level -2
Drawing No.21. Parking Level -3
Drawing No.22. Parking Levels -4,-5
Drawing No.23. Parking Level -6
Drawing No.24. Section A-A
Drawing No.25. Section B-B
Drawing No.26. High Street Elevation
Drawing No.27. Pearl Street Elevation
Drawing No.28. Purchase Street Elevation
Drawing No.29. Oliver Street Elevation
Drawing No.30. Subdivision of Site

Revised by plans dated March 5, 1987 and prepared by Jung/Brannen Associates, Inc. Architects and Planners:

Drawing No. 31.	Neighborhood Plan
Drawing No. 32.	Parking Level Typical (-3, -4, -5, -6)
Drawing No. 33.	Parking Level -2
Drawing No. 34.	Parking Level -1
Drawing No. 35.	Ground Floor Plan
Drawing No. 36.	Second Floor Plan
Drawing No. 37.	Typical Tower Floor Plan
Drawing No. 38.	Roof Plan: Existing Conditions
Drawing No. 39.	Atrium Elevations
Drawing No. 40.	Atrium Axonometric

Revised by plan dated April 10, 1987 and prepared by Jung/Brannen Associates, Inc. Architects and Planners:

Drawing No. 41.	Subdivision of Site Amended
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Revised by plan dated April 15, 1987 and prepared by William S. Crocker Company, Division of Gunther Engineering:

Drawing No. 42.	Site Survey Amended
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Exhibit E
to
Development Plan
and
Development Impact
Project Plan
for
Planned Development
Area No.
One Twenty Five High Street

FAR For Lots

- Lot 1: Not more than 5.30, based upon the ratio of 43,765 square feet of proposed gross floor area to 8,255 square feet of lot area.
- Lot 2: Not more than 12.64, based upon the ratio of 904,274 square feet of proposed gross floor area to 71,562 square feet of lot area.
- Lot 3: Not more than 15.50, based upon the ratio of 454,346 square feet of proposed gross floor area to 29,318 square feet of lot area.

4

Schematic Design Drawings and Materials

ONE TWENTY FIVE HIGH STREET
Schematic Design and Aesthetics

Site History

Boston has a rich history of physical development. It is a city composed of many strongly defined districts and neighborhoods. One of its distinguishing characteristics is that each district contains examples of its architectural history since early 1800. It is precisely this living sense of history that helps to give each district its own unique character. The financial district is particularly unique; its history goes back to the beginning of the Commonwealth and before, to the early colonial settlement.

When the Town of Boston was founded in 1630, Fort Hill was a central feature of its geography. The Hill, one of three great hills of the Town, dominated Boston's South End, and was used as fortification against invaders from the sea. Through most of the 17th and 18th centuries, it served as a pasture and common land. The fortification was strengthened at the time of the Revolutionary War.

In the early 1800's, the area was occupied by residential structures and became known as one of Boston's finer neighborhoods adjacent to the colonial shoreline. Fashionable houses and two schools surrounded a park. During the 1840's the area entered into a period of marked transition lasting about 25 years. The growth of Boston's commerce pressed upon the neighborhood and it gave way to business uses. Residential landowners moved out, but held their properties for future sale. A good deal of the property was converted to rental and the general neighborhood character suffered. Health conditions became a problem and the City began razing the houses and leveling Fort Hill to fill in the waterfront between nearby wharves; thus Atlantic Avenue was created. By 1870, Fort Hill was leveled to near its present grade, and construction of other commercial properties to serve the retail and wholesale trades ensued. Very little of this historical character remains today. Most of it was destroyed by the Great Fire of 1872; however, the Broad Street Historical District serves to preserve the highest quality buildings of the Fort Hill commercial history.

The present character of the financial district began taking shape after the Great Fire, when the area was rebuilt with mostly red brick buildings four or five stories high. The next generation of buildings, beginning around 1912, included the

Custom House Tower and the United Shoe Machinery Building, which was completed in 1926. These early 20th century buildings, typically 12 to 24 stories high, used buff brick, limestone and granite, and in some cases, cast stone, as facing materials.

Project History

The proponents have been working with the BRA for 15 months in the evolution and development of the project. The process and progress achieved over those months is illustrated by the submissions outlined and shown in the following pages.

Prior to submitting any design concepts or drawings, the development team conducted an extensive site analysis which was presented to the Boston Redevelopment Authority (BRA). After that presentation, which included a definition of the program elements (Item I on the summary of submissions below), a number of meetings were held to discuss conceptual massing approaches. These are represented by Item II on the summary. At the request of the BRA, there ensued a larger number of massing alternative studies, which are summarized by the seven illustrated Schemes A through F and the current proposal, Scheme G. The submitted design of One

Twenty Five High Street is the result of this 15-month long iterative process between the developers and the BRA. It has resulted in a project that balances design issues and public benefits with the developer's programmatic constraints.

Summary of Submissions

I. Program Elements

- ° Blocks illustrating conceptual massing locations.
 - 600 foot tower at Oliver and High Streets.
 - 390 foot building at Pearl and Purchase Streets.
- ° Preferred scenario relocates fire station.

II. Concept Diagrams

- ° "Open" (courtyard) and "closed" (atrium) concepts applied to schemes that keep existing fire station vs. relocating the fire station.

III. Massing Alternatives

Scheme A

- ° 555 foot Phase I tower at High and Oliver Streets.
- ° Existing Travelers Building remains in operation until completion of Phase I.
- ° Fire station relocated to Purchase Street.
- ° Vehicular access/egress on Oliver Street.
- ° Atrium at center of site with courtyard at mid-block along Purchase Street.
- ° 19th century buildings at Purchase and Oliver Streets demolished.
- ° 400 foot Phase II building at Purchase and Pearl Streets.

Scheme B

- ° Owners agreed to demolition of existing Travelers Building prior to Phase I construction.
- ° Phase I tower is reduced to 507 feet and shifts to Pearl Street -- minimize canyon effect along Oliver Street; maximum distance from Phase I tower at International Place.

- ° Phase I split into two components.
- ° Vehicular access/egress moved to Purchase Street -- preserves public arcade along Pearl, High, and Oliver Streets.

Scheme C

- ° Introduction to "twin-tower", four-building concept.

Scheme D

- ° More articulation of 529 foot twin towers in Phase I.
- ° Base reduced to five floors.

Scheme E

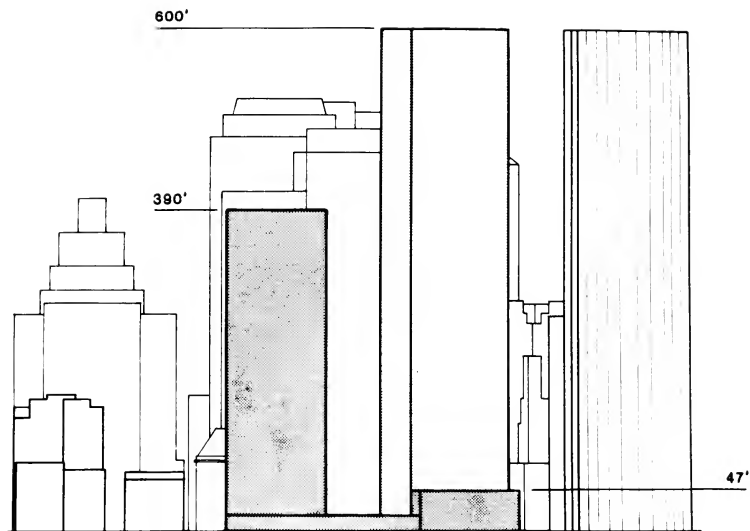
- ° Phase I tower height is reduced to 490 feet.
- ° Phase IB massing changed to horizontal expression.

Scheme F

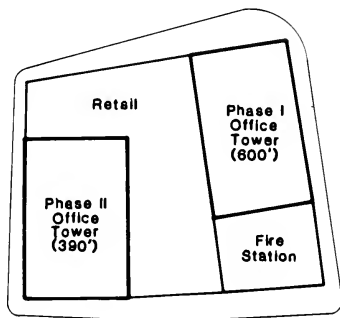
- ° Phase I building height reduced to 437 feet.
- ° Existing fire station to remain.
- ° Existing structures at Purchase and Oliver retained and renovated.
- ° Phase II program reduced to 400,000 square feet.

Scheme G

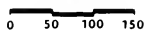
- ° Schematic Design Submission.



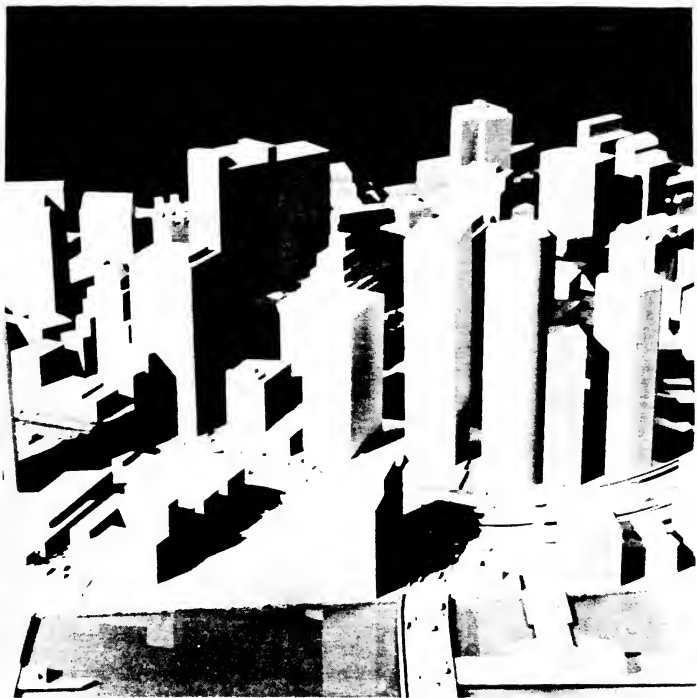
Elevation



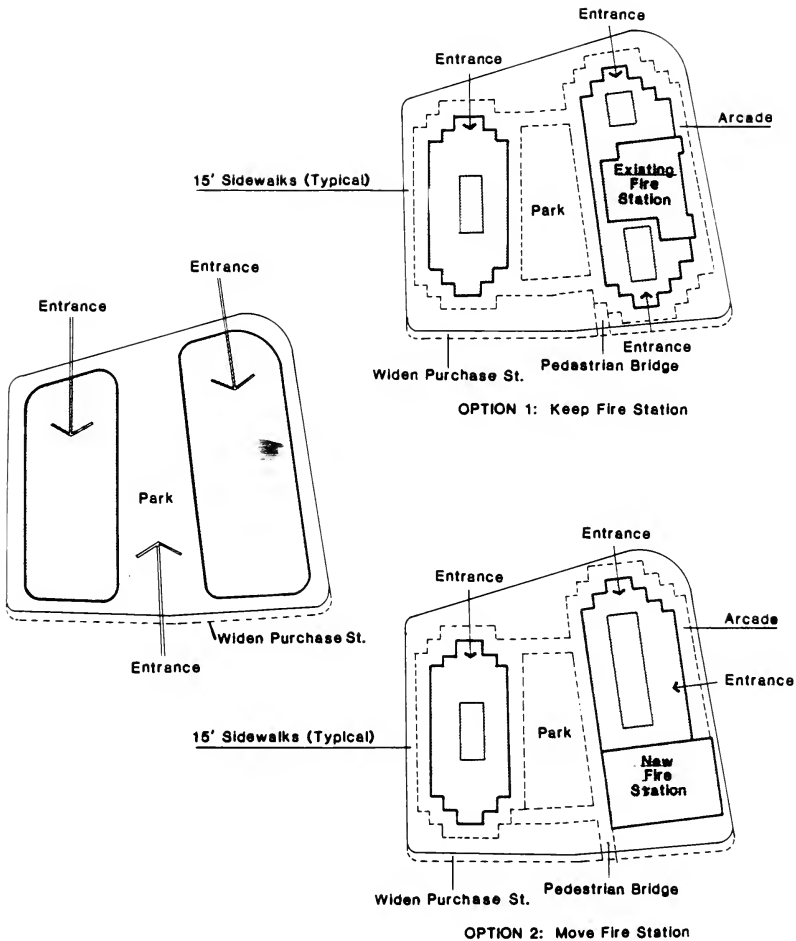
Plan



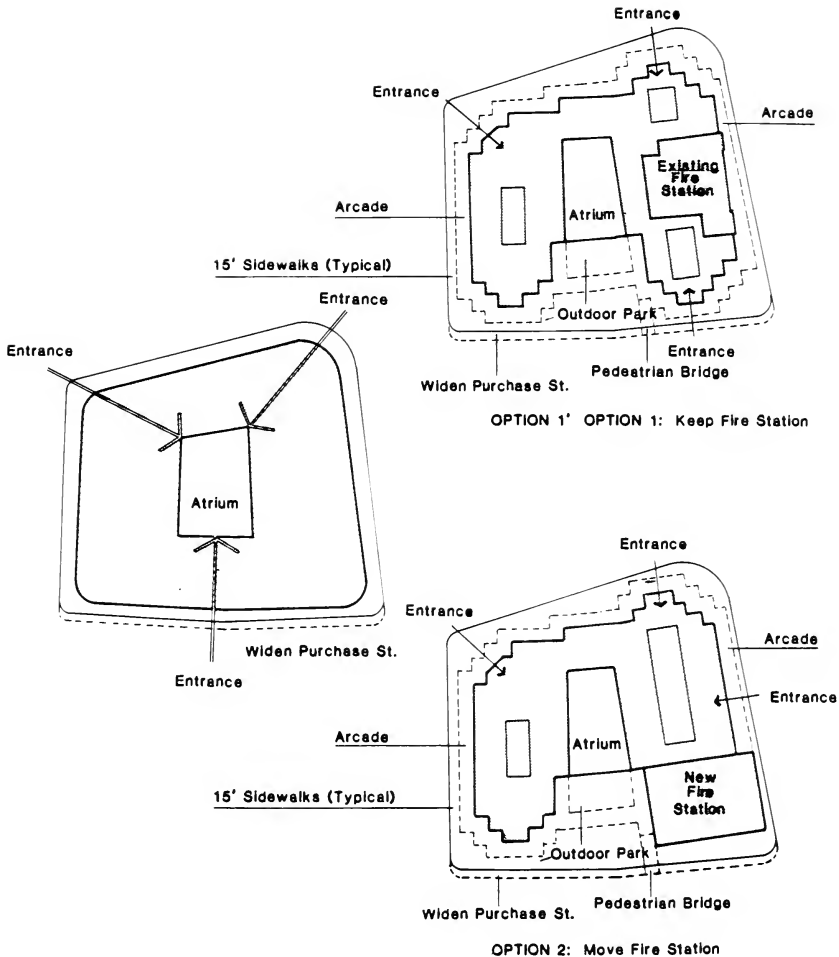
Program Elements



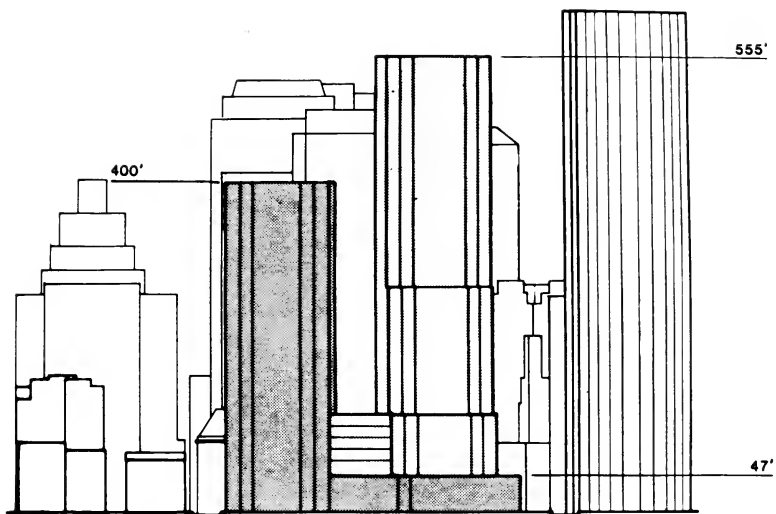
Program Elements



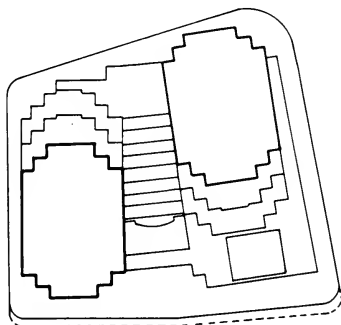
Concept Diagram: "Open" Scheme



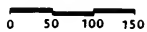
Concept Diagram: "Closed" Scheme



Elevation



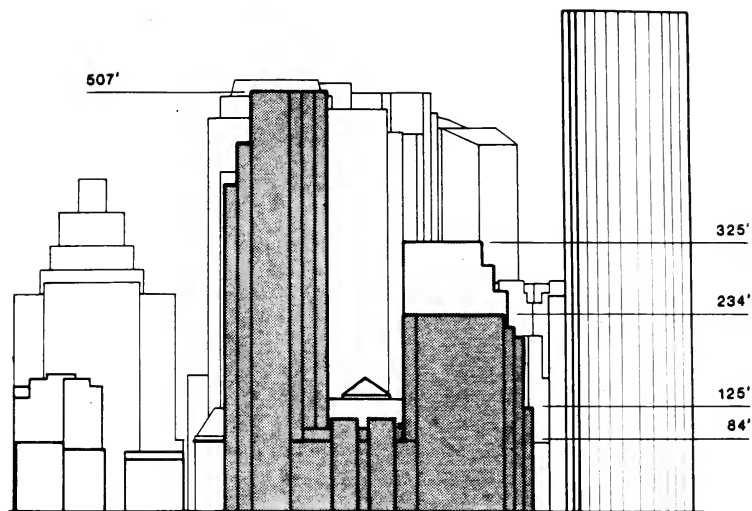
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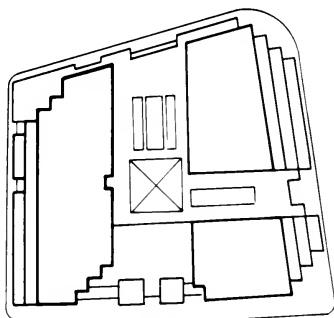
Scheme A



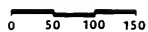
Scheme A



Elevation



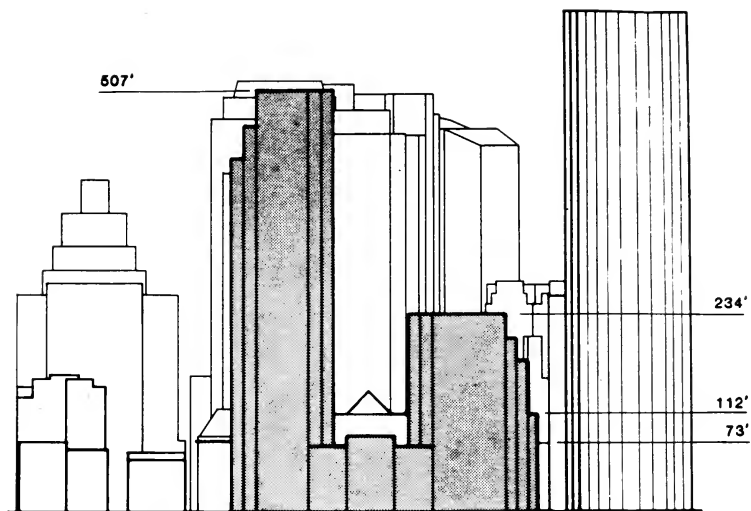
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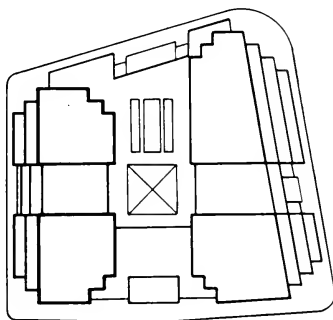
Scheme B



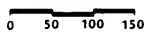
Scheme B



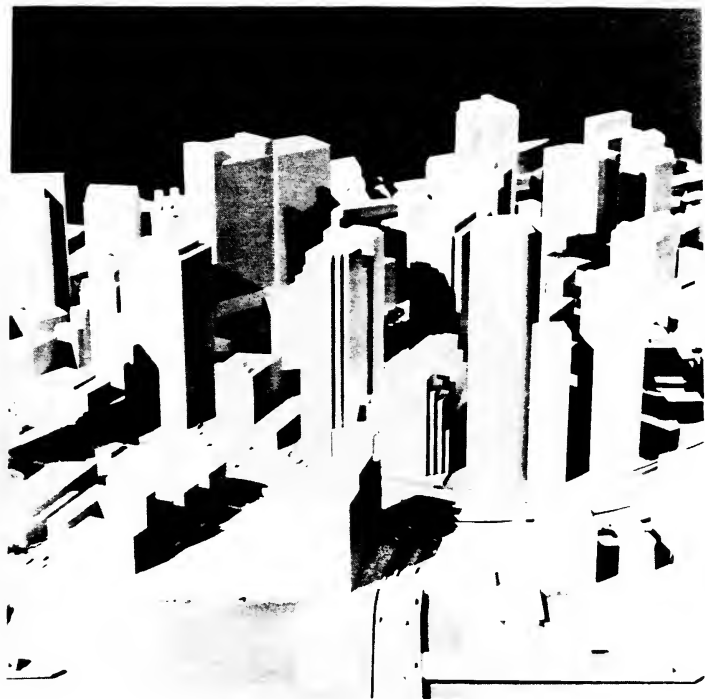
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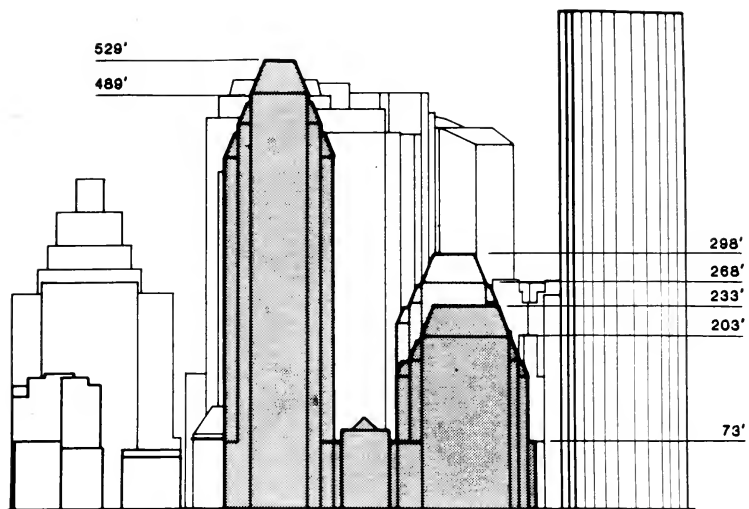
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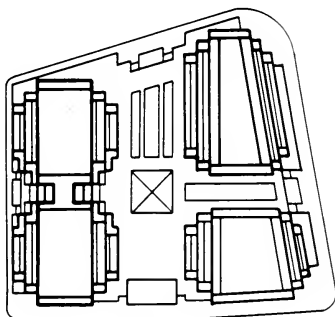
Scheme C



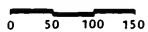
Scheme C



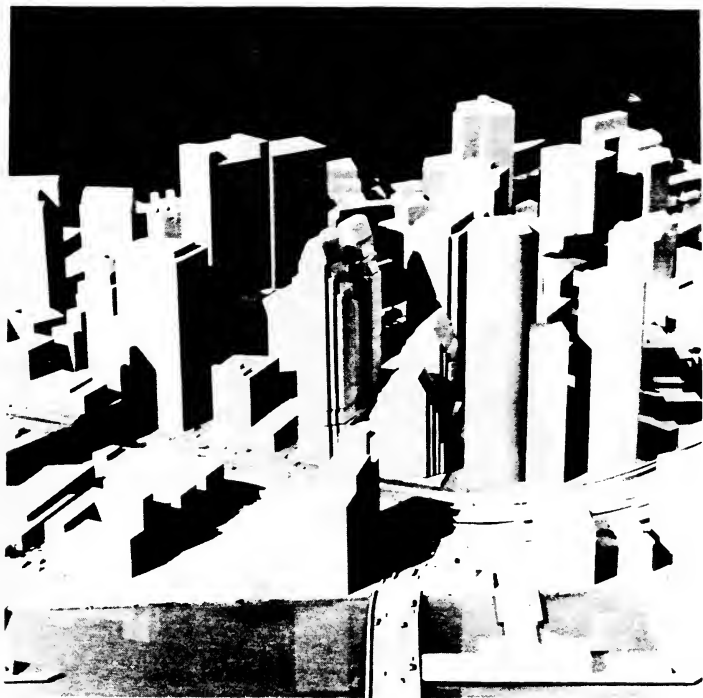
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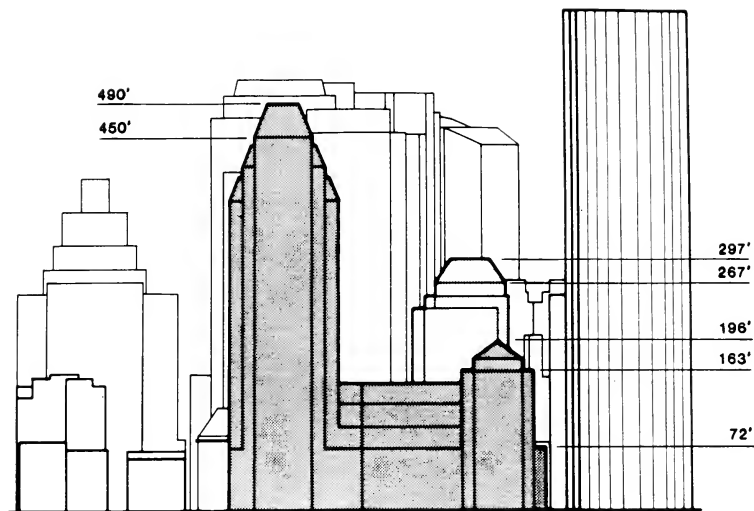
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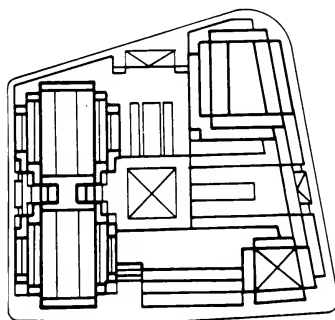
Scheme D



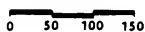
Scheme D



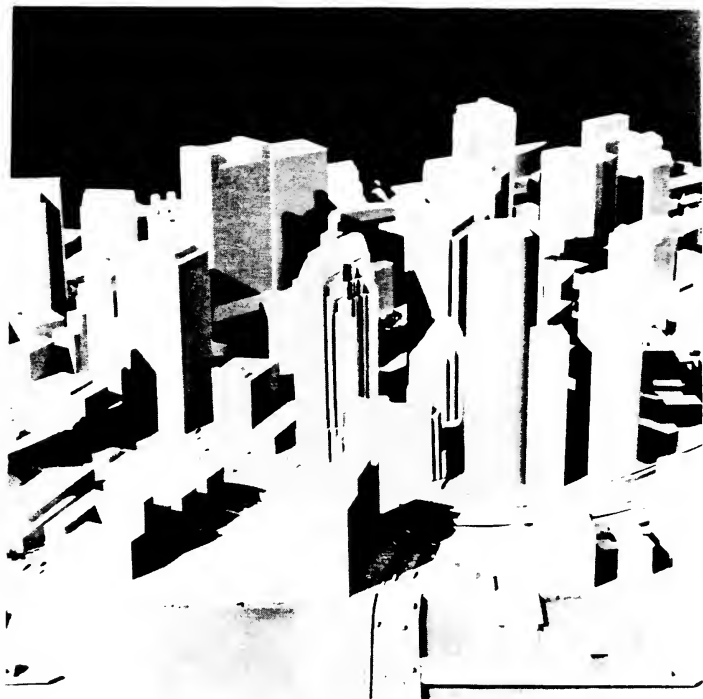
Elevation



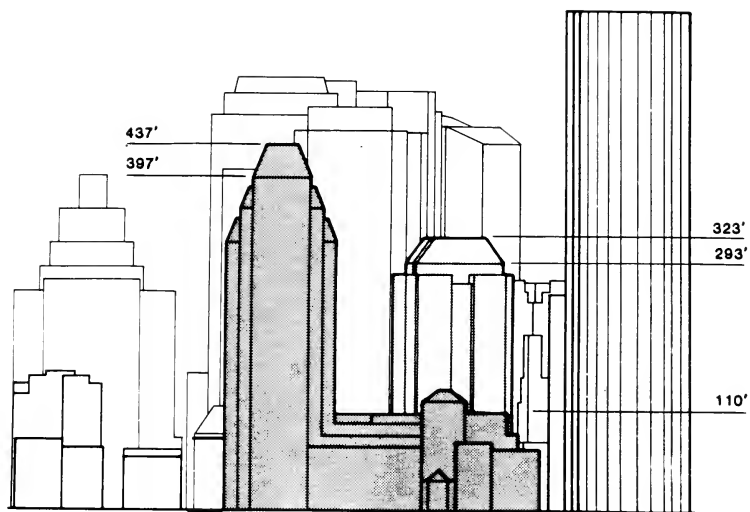
Plan



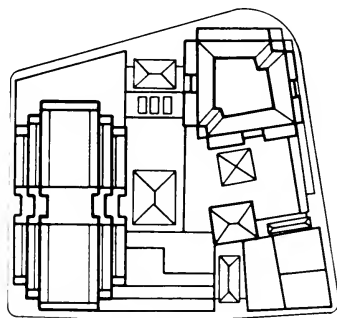
Scheme E



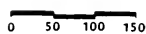
Scheme E



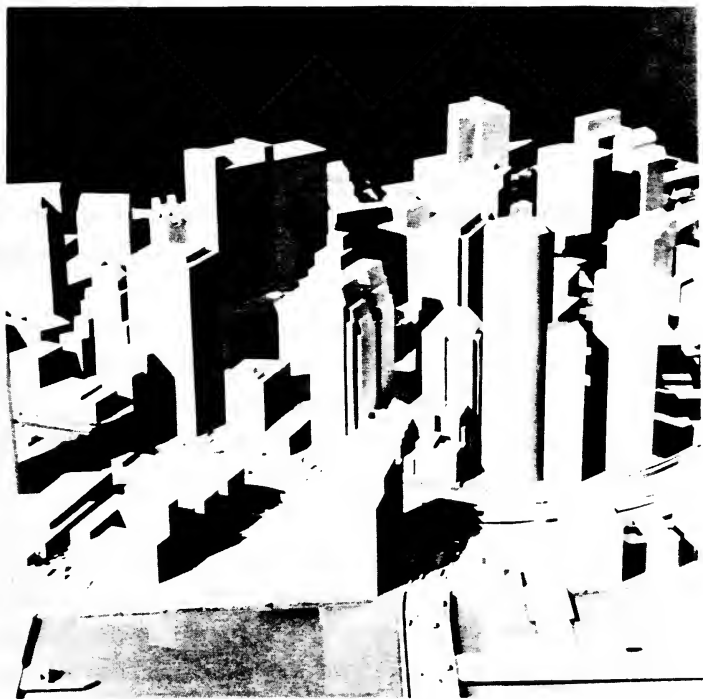
Elevation



Plan



Scheme F



Scheme F

Discussion of Design Alternatives

Design concepts considered the following conceptual alternatives:

- ° Retain existing fire station vs. relocating it on-site.
- ° "Open" courtyard vs. "closed" atrium.
- ° Single highrise vs. twin highrises.
- ° Retain and renovate the 19th century buildings vs. demolition of 19th century buildings.

In addition to these alternatives, design concepts have also included issues of scale and massing; aesthetic considerations; functional optimization of space for tenant use; renovation of older buildings; streetscape, public and private spaces; and parking and traffic. While other projects of similar scale have faced similar issues, One Twenty Five High Street also had the challenge aspect of incorporating an existing Boston Fire Station and the need to keep the facility operating throughout the construction phase. Achieving a balance of design considerations, optimizing benefits to the public and minimizing adverse environmental impacts have been major goals through the conceptual design phase of this development. This has been achieved in large

measure by the reduction of the massing and scale, and reconfiguration of building elements through an iterative review process with the BRA. As each scheme was presented informally to the BRA, comments on specific project elements, overall massing and scale, and other urban design considerations, were forwarded to the developer. The comments were then incorporated into project design, a new scheme developed, and a new informal submission made to the BRA. This process continued through the seven schemes presented herein, resulting in the schematic design submission.

The earliest concept for One Twenty Five High Street began with issues of scale and massing. Prior to developing the first scheme, the conceptual program included a 600 foot tower at the corner of Oliver and High Streets and a 390 foot building at the corner of Pearl and Purchase Streets. This concept was carried into the first scheme although the Phase I tower was reduced from an initial height of 600 feet. Scheme A called for a 555 foot tower at the corner of High and Oliver Streets and a second highrise at the corner of Purchase and Pearl Streets. This would have given the owners the opportunity to leave the Travelers Building in place throughout the construction of the first tower. It would have also called for the demolition of the 19th century buildings and relocation of the fire station to Purchase Street.

Furthermore, this scheme required access and egress along Oliver Street, which is narrow and congested. While this approach would have been financially beneficial to the owners, there were several disadvantages to the scheme. First, it would have created a "canyon" effect by placing a new tower close to International Place. Moreover, Oliver Street is a narrow street, thereby contributing to undesirable traffic impacts. This scheme was not acceptable to the BRA in that the tower was too tall, and too close to International Place.

In response, Scheme B was proposed. In Scheme B, the tower was lowered to 507 feet and shifted to Pearl Street, putting distance between the new building and International Place. However, this second scheme required the demolition of the Travelers Building prior to any new construction. With the owners agreeing to demolition of the Travelers Building at the beginning of construction, despite the economic hardship associated therewith, this scheme offered more flexibility; it opened up the possibilities of twin towers that could "break up" the massing and it allowed the architects to shift the access/egress point to Purchase Street rather than Oliver Street. This is a significant mitigation of traffic problems because Purchase Street is a service road to the Central Artery and is much better able to handle the traffic than Oliver Street. Finally, the opening up of

the site by removing the Travelers Building and shifting the garage entrance to Purchase Street provided the opportunity for pedestrian access along three sides, on Pearl, High, and Oliver Streets. In terms of the fire station, Scheme A called for its relocation to Purchase Street and Scheme B required it to be kept on Oliver Street. While Scheme B had advantages over Scheme A, the BRA was still concerned about height and massing. The next three schemes began to reduce the height and introduce articulation to the buildings to reduce apparent mass.

Scheme C introduced a "twin tower", four-building concept. This had the effect of breaking up the mass and giving more shape to the buildings. Scheme D further refined the mass with greater articulation but the buildings were still in excess of 500 feet tall. Scheme E reduced the height of the main building to 490 feet and lengthened the base of the second building to reduce its apparent mass.

There was a further reduction in the height of the tallest building to 437 feet under Scheme F which also called for leaving the fire station on Oliver Street. This interrupted the continuity of the buildings along Oliver Street and required a narrow base for the second building.

By re-introducing the concept of relocating the fire station to Purchase Street in order to improve the egress for emergency vehicles, a concept first suggested in Scheme A fifteen months earlier, the final preferred alternative emerged. The lengthening of the base of the 21-story building presented the opportunity for greater horizontal expression and continuity to reduce its apparent mass.

This evolutionary process resulted in several mitigating factors that minimize adverse environmental impacts and increase the benefits of One Twenty Five High Street. These are as follows:

- Reduction of "canyon" effect on Oliver Street.
- Main building on Pearl Street.
- Tallest building height reduced from 600 feet to 400 feet.
- Placement of garage entrance at Purchase Street, instead of Oliver Street (which is better able to handle project-related traffic), and relocation of fire station to Purchase Street.

- ° Opportunity for pedestrian access on three sides of the complex: High Street, Pearl Street, and Oliver Street.
- ° Apparent mass reduced with articulation on both main buildings.
- ° Inclusion of a publicly accessible atrium and street level retail.
- ° Improved ingress/egress for fire station.
- ° Smaller 21-story building compatible with historic streetscape.
- ° Retention and renovation of three 19th century buildings.

In summary, the preferred alternative design of One Twenty Five High Street evolved out of a 15-month iterative review process that was sensitive to design, aesthetics, environmental impact, and scale. The product that emerged is one that was given a great amount of thought and consideration, resulting in a careful balance of design issues to provide a development where both public and private benefits can be optimized.

Design Concept

One Twenty Five High Street is designed to harmonize with the design philosophy exemplified by many of the financial district's noteworthy buildings. This harmony establishes a sense of belonging, a sense of continuity in the historical development of the financial district. One Twenty Five High Street will be in character with the Boston skyline by building upon historical precedent. This is accomplished by relating to the three fundamental components of building elevations -- the bottom, middle, and top -- to the specific site and district context. The project seeks to create a Boston experience for the pedestrian, while at the same time creating protection against the environmental inconveniences of rain, snow, and wind. This is accomplished by means of arcades and covered light-filled passages through the project.

Relationship to Surrounding Environment

A number of building characteristics are designed specifically to blend the project into the Boston context and enrich the district's public amenity base. They are:

° Massing

The location of the tallest mass, the 30-story structure, on the southwest corner of the site accomplishes several important urban design goals. First, the rhythm of taller and lower buildings in alternation along city blocks is preserved. The tallest element of the project does not press upon a neighbor. Both of the tall structures in the project have been broken into smaller masses by using notches and setbacks. This is most dramatically illustrated by the twin components which make up the 30-story building. This reduces apparent mass. In a similar but more subtle way, the 21-story structure is divided into three components along its longest sides.

The new construction wraps around the three (four-, five-, and six-story, respectively) 19th century brick buildings, at the corner of Oliver and Purchase Streets, which will be renovated and preserved. The 21-story structure sets back over 40 feet from the three old buildings along Oliver Street. This setback is filled by a 3-story enclosed skylighted entry courtyard, which will face the International Place main building entry

across the street. The skylighted courtyard also extends along the southwest side of the older buildings leading to an entry into the project on Purchase Street. The adjacent new construction rises five stories to match the parapet of the old structure and then steps back up to nine stories in height. The terraced massing and the courtyards, when combined with the break-up of the street facade into small components side by side, yield a massing that relates to the older structures in its facade breakdown, both on the side and in the district.

° Building Heights

At its very highest, this project will be lower than the Custom House Tower, lower than the adjacent State Street Bank, and considerably lower than the adjacent International Place. The 30-story structure will have a height of no more than 400 feet and the 21-story structure will have a height of no more than 300 feet. The remainder of the project is composed of an infill base typically five stories in height, with the portion along Purchase Street rising from five to nine stories in a series of setbacks above the fifth floor.

° Scaling Elements

The project can be described as a series of buildings surrounding a common space, with the interstitial spaces between buildings providing access to the atrium at the center. This breakup of the ground plane is reinforced by the building masses. The buildings are:

- ° The 30-story structure in two components.
- ° The fire station.
- ° The three 19th century buildings.
- ° The 21-story structure in three components.

In addition, the entries into the common area which exist on each surrounding street -- High, Oliver, Purchase, and Pearl Streets -- are denoted by their separate and distinctive architectural treatment. In this manner, each facade of the project is broken down into many components at a more comprehensible and sensitive human scale. People will be welcomed by the pedestrian scale of the arcades and the articulation of a five-story base by large cornice lines and additional

building articulation. This base also has its own bottom, middle, and top components.

Moving up above the fifth floor, the middle of the building develops a more modest level of articulation, typical of the landmarked buildings. Also, both tall structures have special, although very different expressions of top. In the tradition of many of Boston's finer buildings, the 30-story structure has many setbacks at its top, dissolving the mass as it reaches skyward. The 21-story structure is capped by a double cornice line spanning two stories; it reflects, at its top, many of the scale giving components at its base.

In addition to subdivisions of the massing just discussed, each component is further subdivided into vertical and horizontal fenestration components, primarily punched openings and vertical striping in clustered alternation.

By combining these many ways of subdividing and refining the elevations and massing of the project, the development of a city block becomes an asset to its

neighborhood. When seen from a distance, it becomes distinctive, but not dominating or overwhelming.

- Materials

The project will use a variety of materials including glass, granite, marble, metal panels, and perhaps cast stone or limestone. In an attempt to better understand the nature of materials in the financial district and adjacent districts, an extensive study of materials used in the Downtown was conducted. The choice of materials for the project will be compatible with the other buildings on surrounding blocks.

- Open Spaces

One Twenty Five High Street is characterized by a large number of open spaces which will add considerably to the public amenity base in the financial district and Boston's Downtown.

- Arcades -- The project is surrounded on three sides by pedestrian arcades which vary in height from one to two stories and offer an expanded sidewalk and protection from inclement weather.

- Building Entries/Entry Courtyards -- There are four main public entries into the common area, one on each street, each with its own unique character and open space. The main public entry on High Street has an extensively landscaped fore-court before entering the barrel vaulted interior walk to the atrium center. The Oliver Street entry with its three-story enclosed skylighted courtyard was described earlier, as was the Purchase Street entry. The main entry on Pearl Street enters into a two-story passage, crossed by bridges on the second floor, to the atrium center. This passage splits the two commercial building elevator lobbies of the 30-story building -- one for multi-tenanted space and the other for the New England Telephone and Telegraph Company.

- Atrium Center -- The focal point of the internal open space of the project, at the confluence of the public entries, is a 10-story, landscaped, skylighted atrium courtyard.

° Site Improvements/Amenities

The ground levels and pedestrian environment of the site will be carefully developed to include a number of public enrichment features.

- Arcade Paving -- The arcades will be paved in a pattern to reinforce their column modules and bay rhythms.
- Lighting -- The sidewalks and arcades as well as the interior open spaces and building elevations and tops will receive lighting treatment designed to enhance public safety and highlight primary architectural features.

- Landscaping -- Exterior and interior areas will be landscaped with plantings and trees.

- Street Furnishings -- Planted areas dispersed throughout the project will be in raised beds to provide seating at their periphery. Additional benches will be installed in the atrium and at the Oliver Street entry.

- Sidewalks and Curb Cuts -- The project will include construction of new city sidewalks and curb cuts on all four sides of the site, conforming to City standards.



Area Plan: Existing Conditions

ONETWENTYFIVEHIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



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Aerial Photograph of Existing Conditions
Looking Northeast

ONE TWENTY FIVE HIGH STREET

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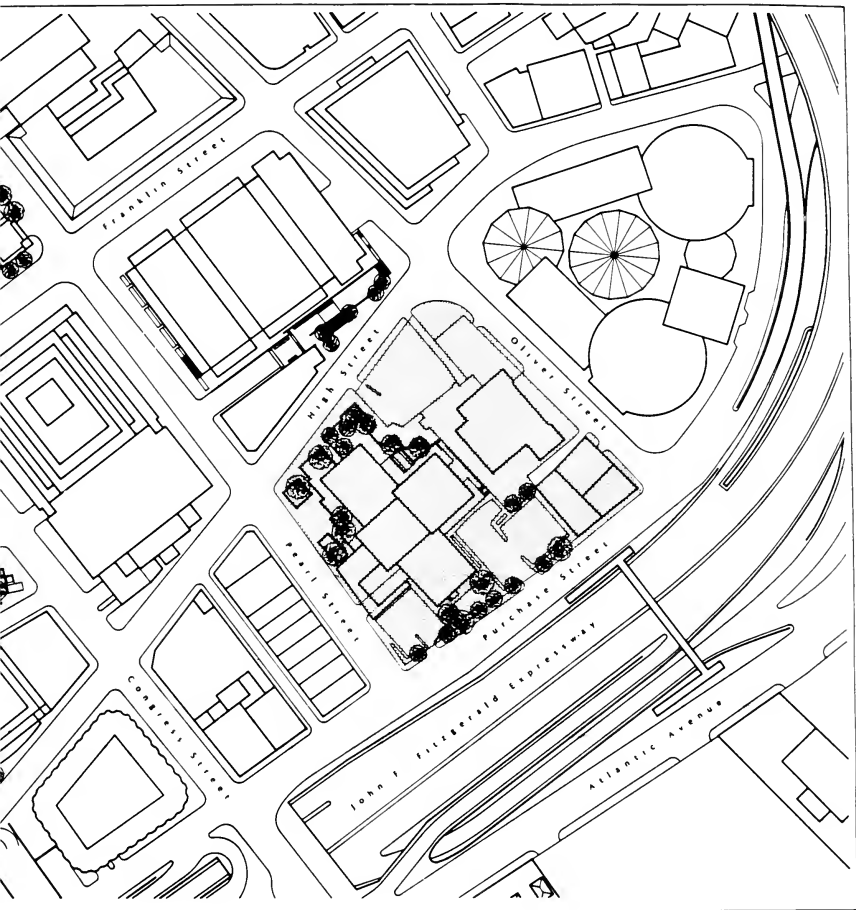


Aerial Photograph of Existing Conditions
Looking Northwest

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

One Twenty-Five High Street Limited Partnership



Roof Plan Existing Conditions

ONE TWENTY FIVE HIGH STREET

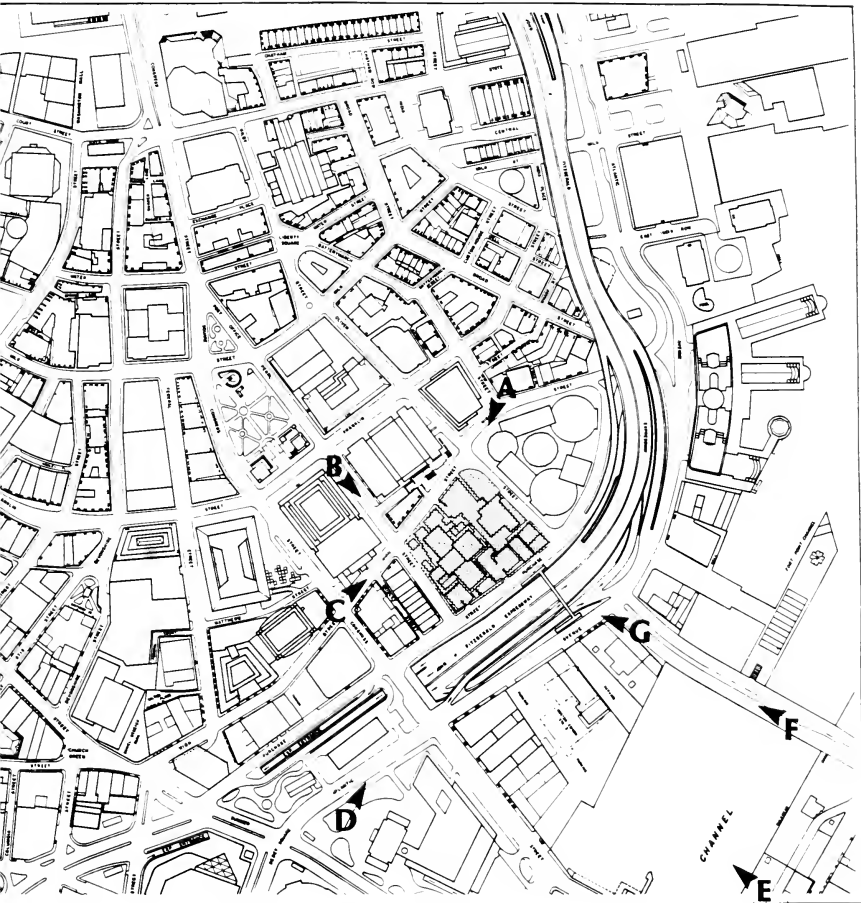
Jung/Brannen Associates, Inc. Architects and Planners



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11/7/86



Key Plan for Existing Site Views

ONE TWENTY FIVE HIGH STREET

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View A

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View B

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View C

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View D

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View E

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View F

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View G

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1967-1968

THE NEW YORK PUBLIC LIBRARY
ASTOR LENOX TILDEN FOUNDATION
1968

THE NEW YORK PUBLIC LIBRARY
ASTOR LENOX TILDEN FOUNDATION
1968

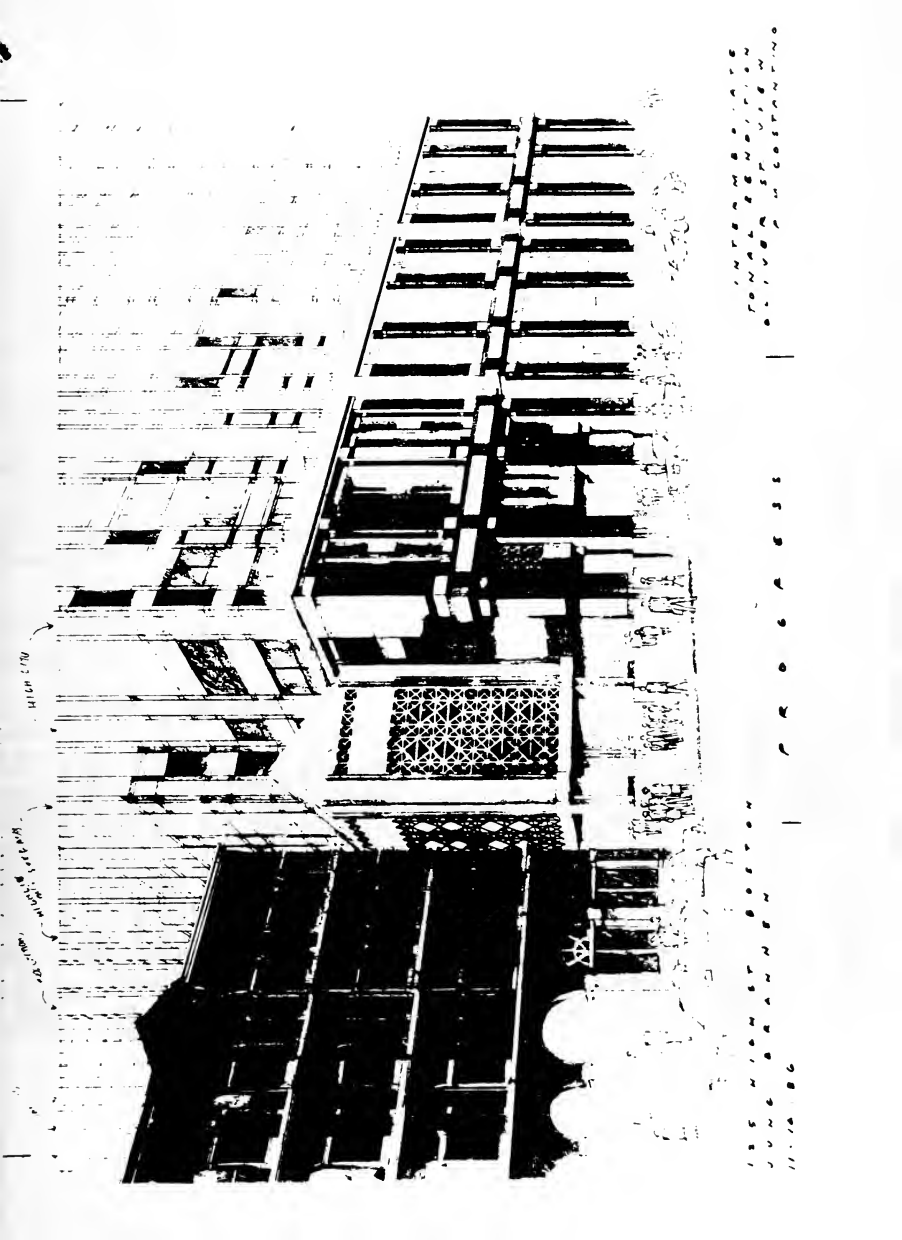
PROGRESS

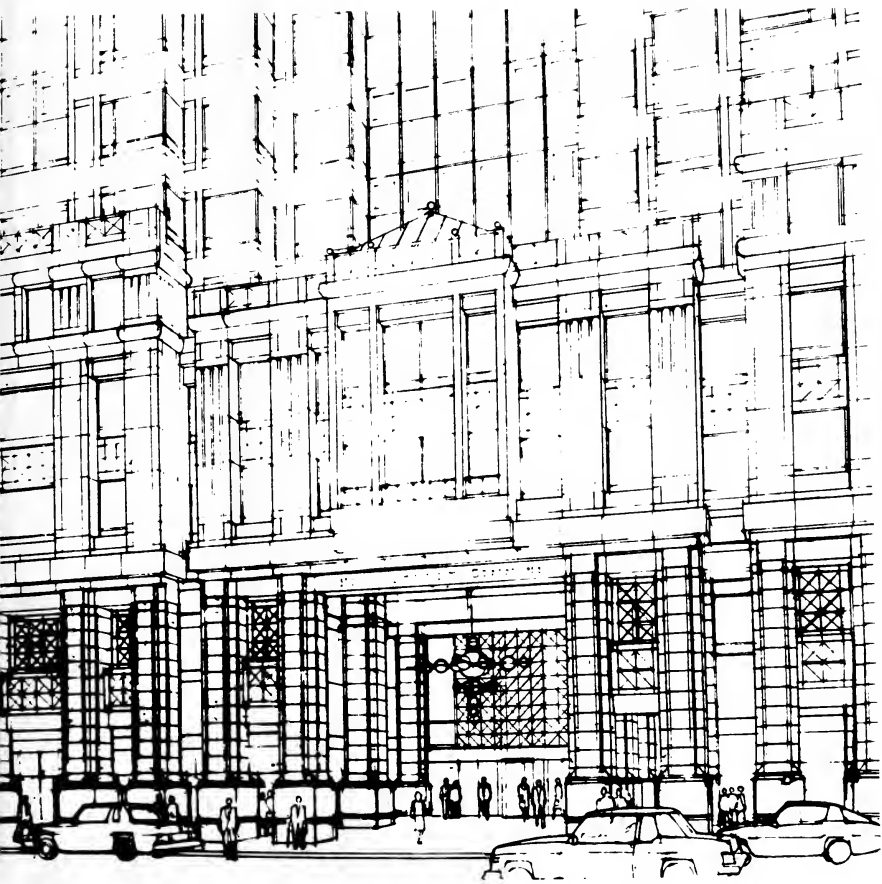


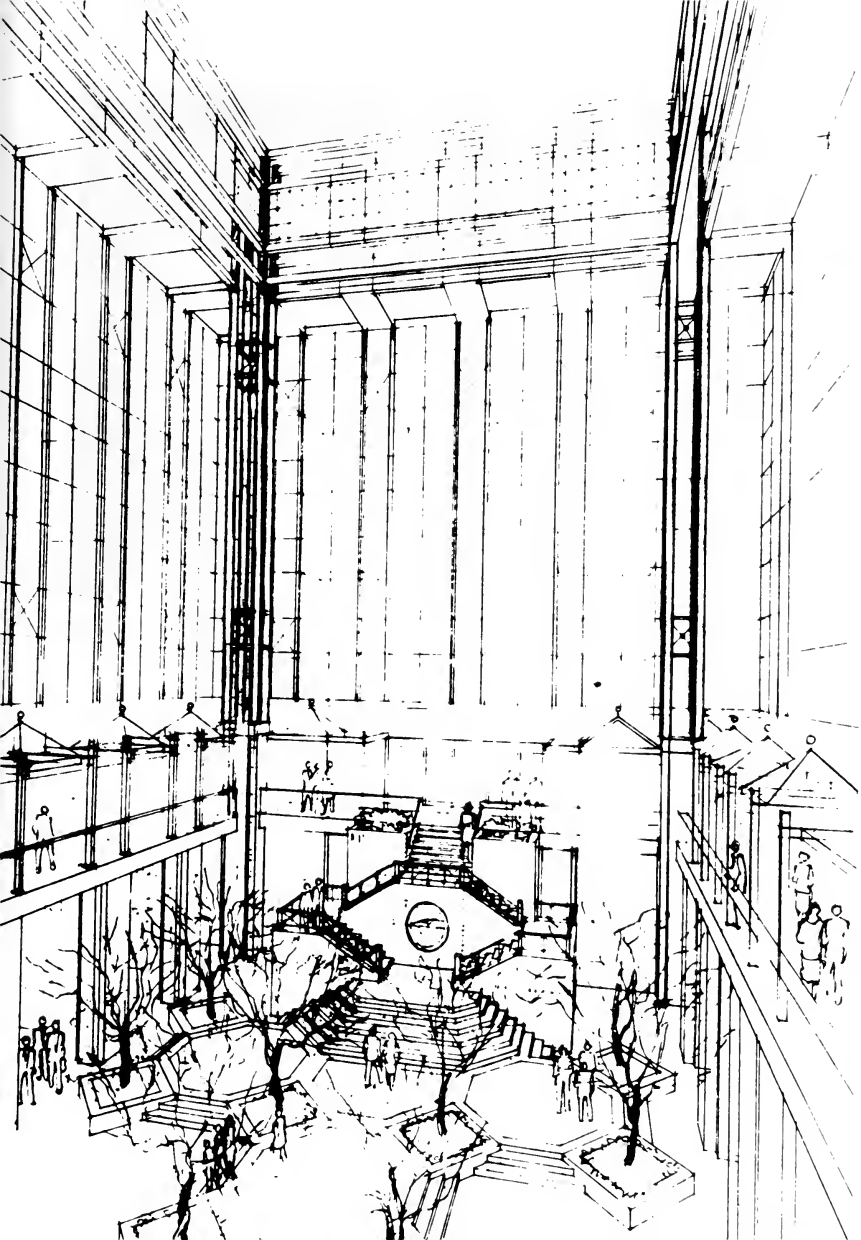
DESIGNED BY BOSTON
 LUNA BRANNEN ARCHITECTS
 1986

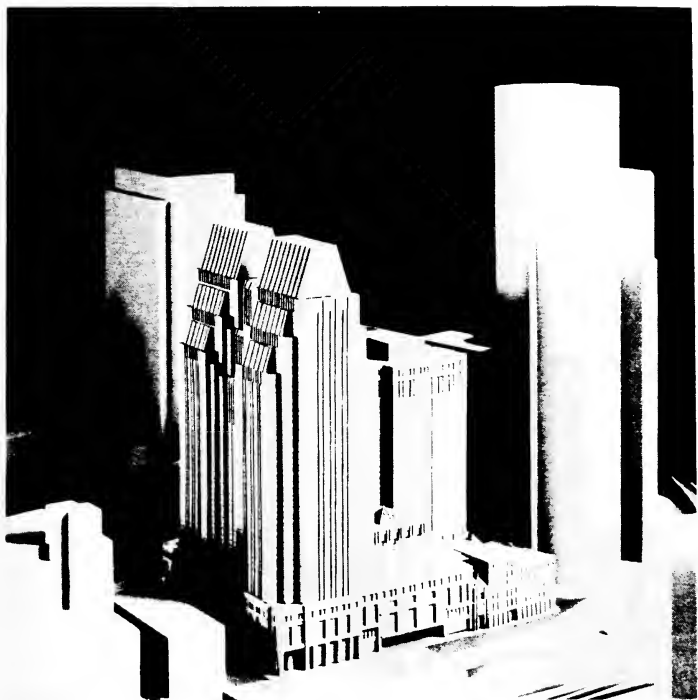
INTERMEDIATE
 TOTAL RENOVATION
 NORTH CANAL VIEW
 P.M. ASSISTANT

PROGRESS





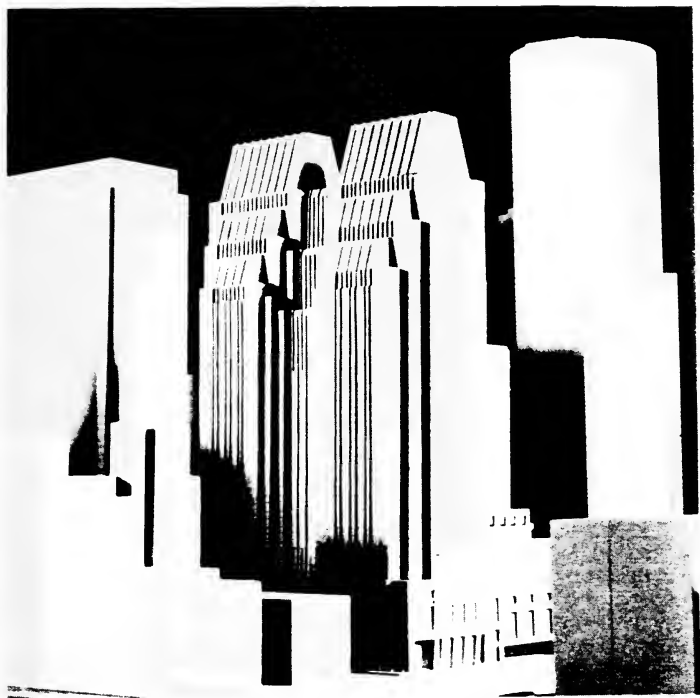




ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

One Twenty-Five High Street Limited Partnership



ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

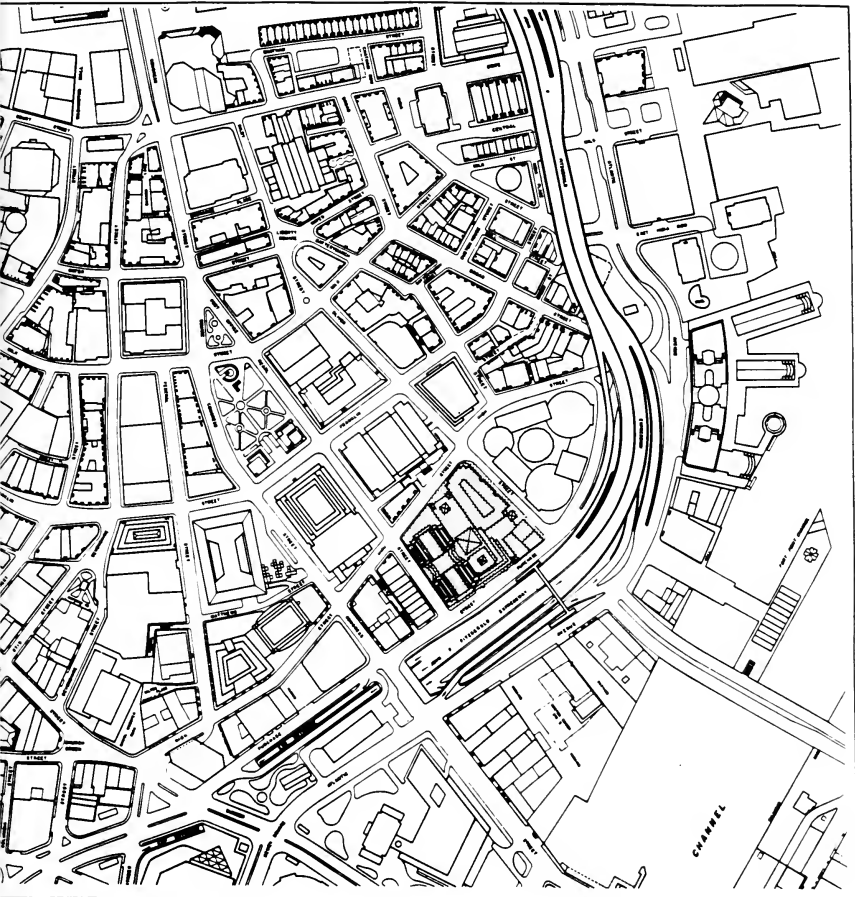
One Twenty-Five High Street Limited Partnership



ONE TWENTY FIVE HIGH STREET

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One Twenty-Five High Street Limited Partnership



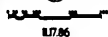
Area Plan

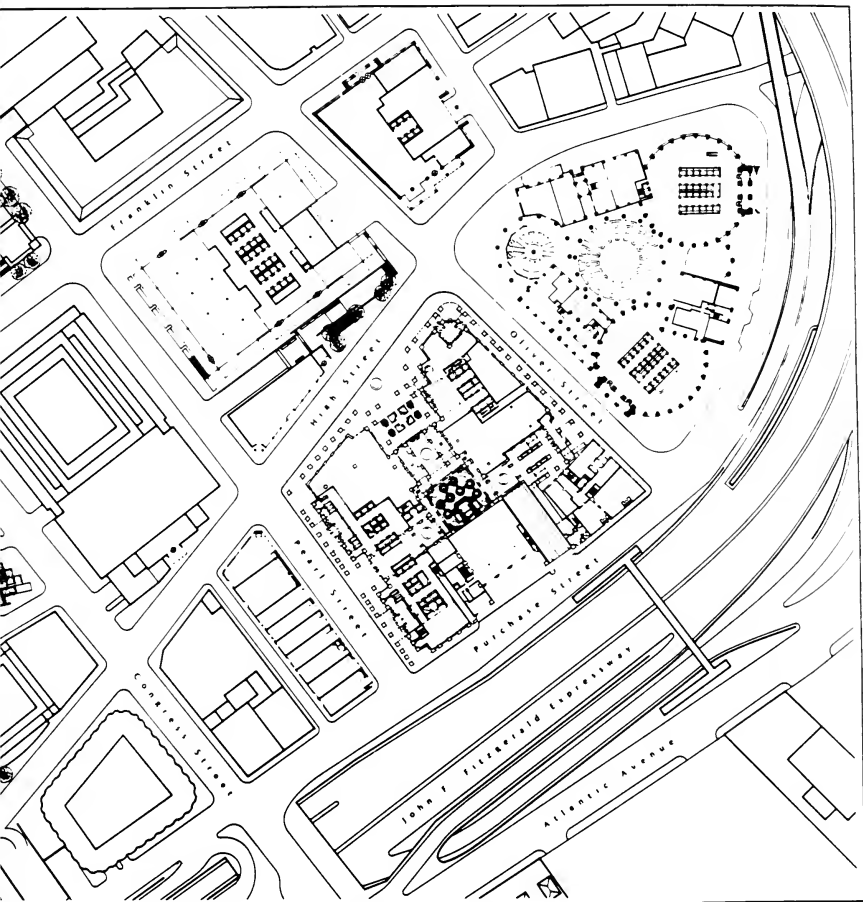
ONETWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership





Neighborhood Plan

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

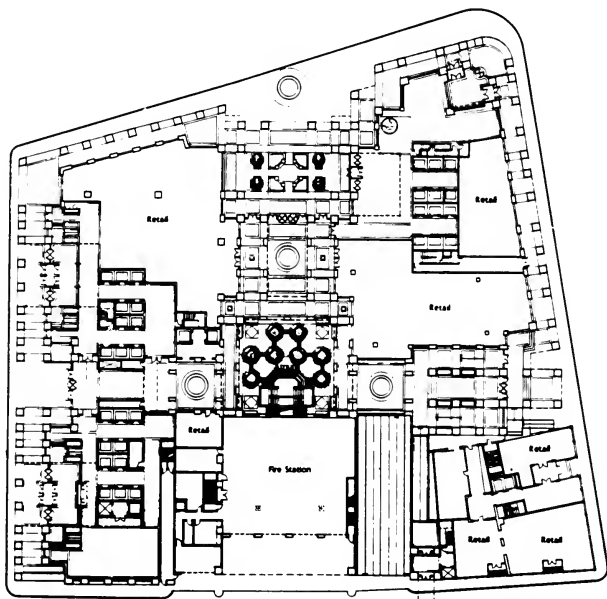


One Twenty Five High Street Limited Partnership



117.86

2a



Ground Floor

ONE TWENTY FIVE HIGH STREET

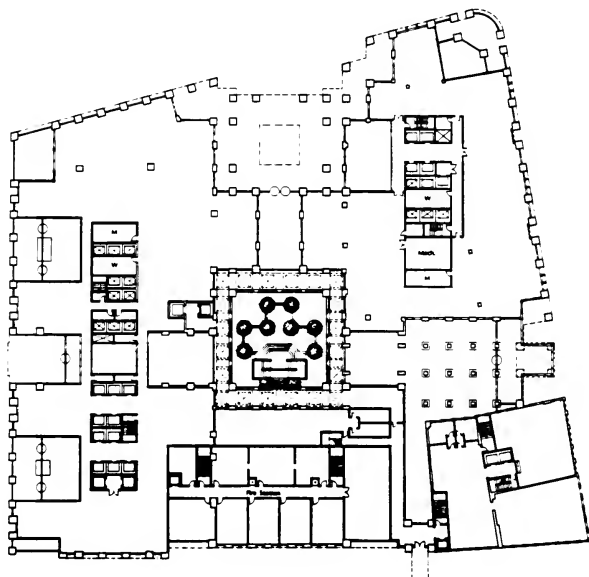
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11.7.86



Second Floor

ONE TWENTY FIVE HIGH STREET

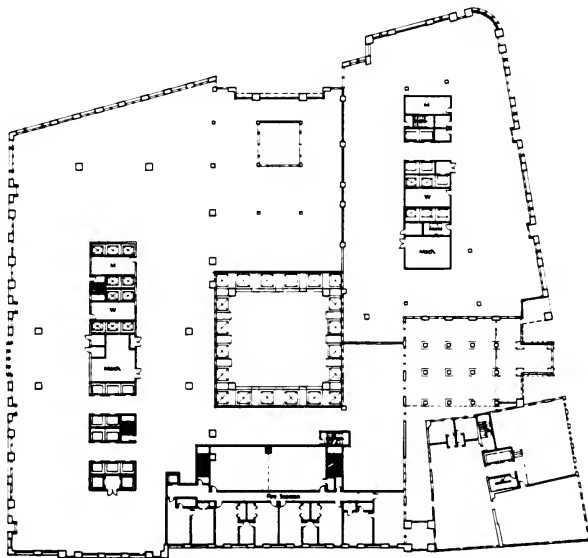
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11.7.86



Third Floor

ONE TWENTY FIVE HIGH STREET

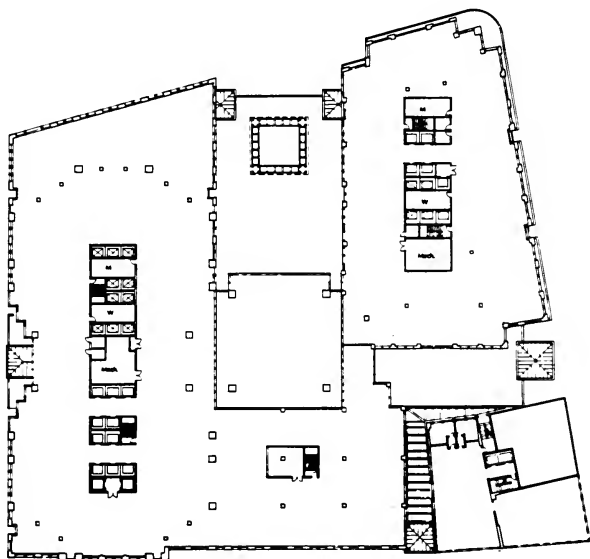
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11.785



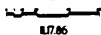
Fifth Floor

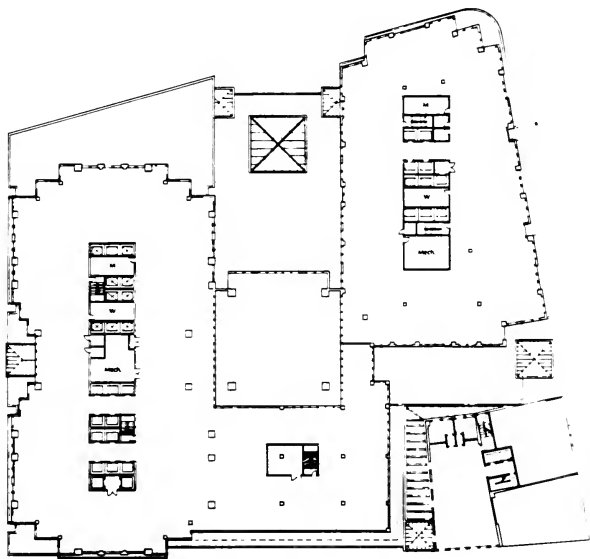
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership





Sixth Floor

ONE TWENTY FIVE HIGH STREET

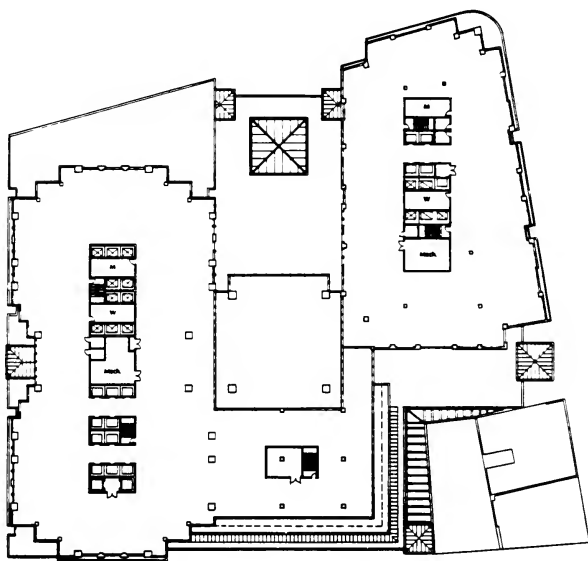
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11.7' 86



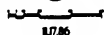
Seventh Floor

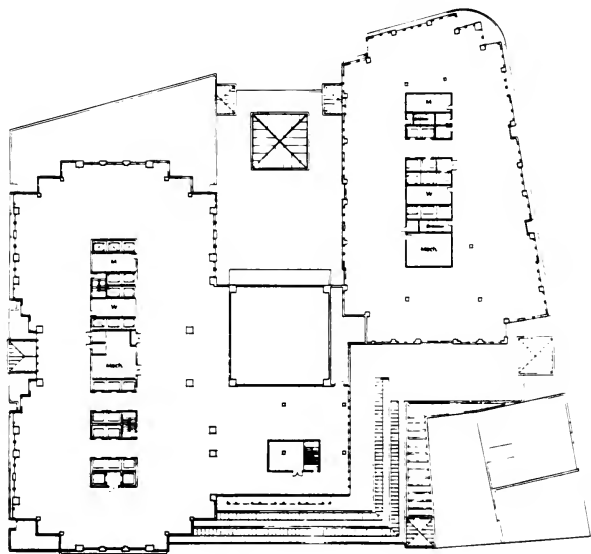
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership





Eighth Floor

ONE TWENTY FIVE HIGH STREET

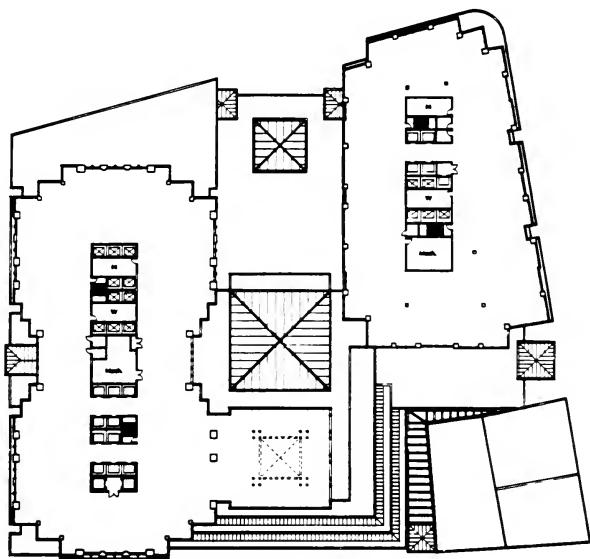
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



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Ninth Floor

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

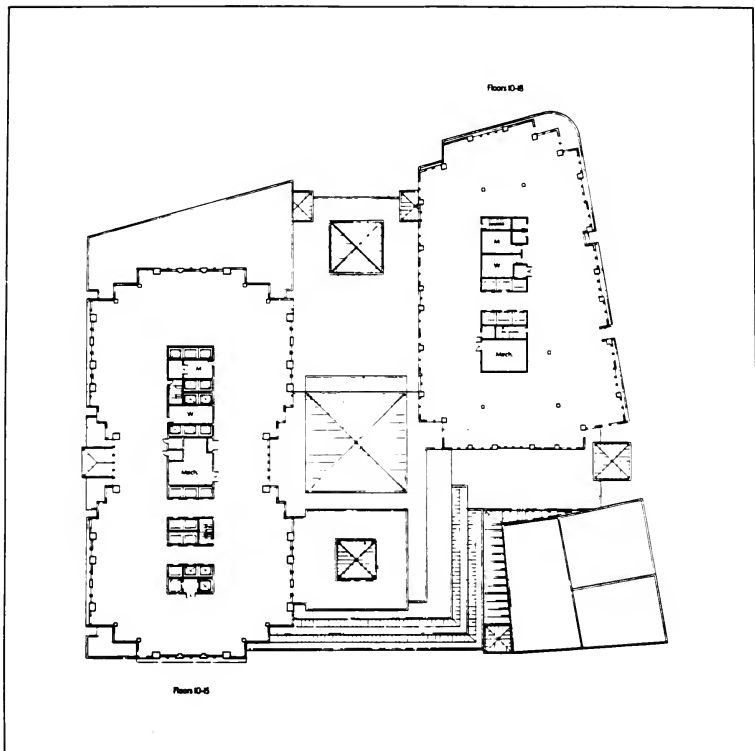


One Twenty Five High Street Limited Partnership



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12



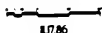
Mid Rise Floors

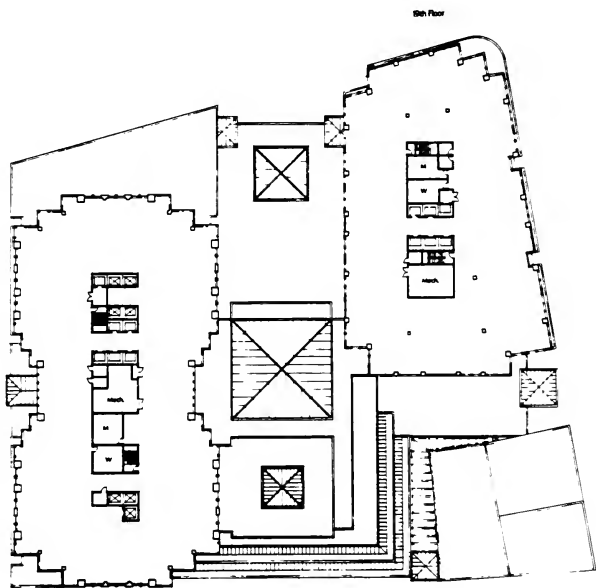
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership





Plan 15-22

Mid Rise Floors

ONE TWENTY FIVE HIGH STREET

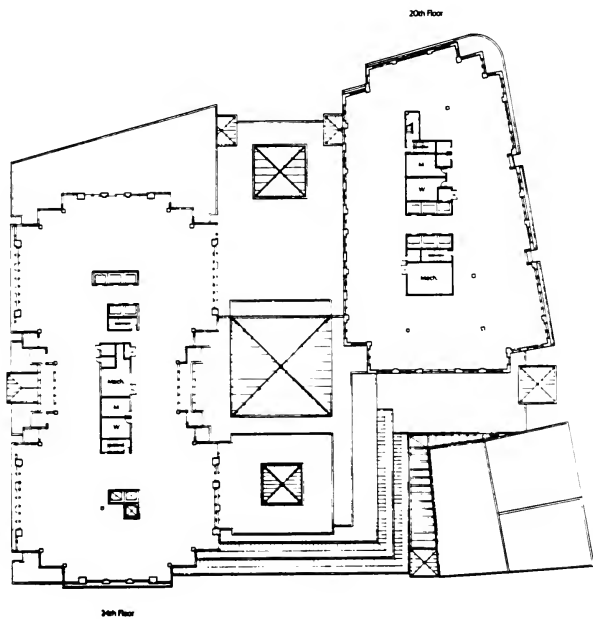
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11.7786



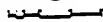
High Rise Floors

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

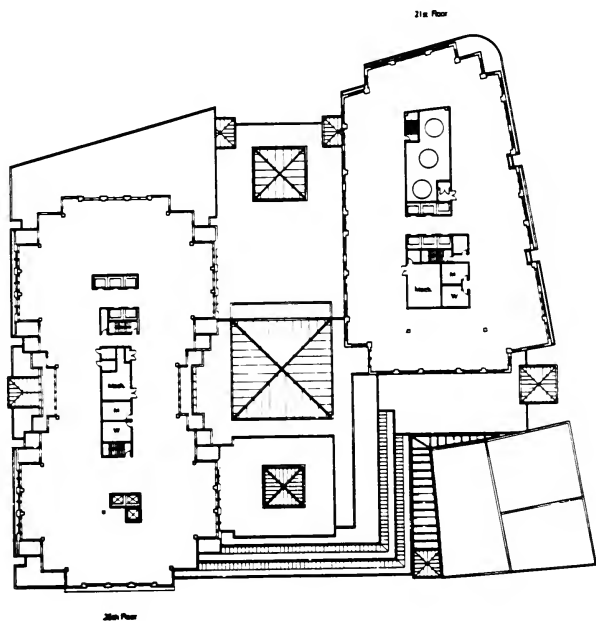


One Twenty Five High Street Limited Partnership



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15



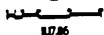
High Rise Floors

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

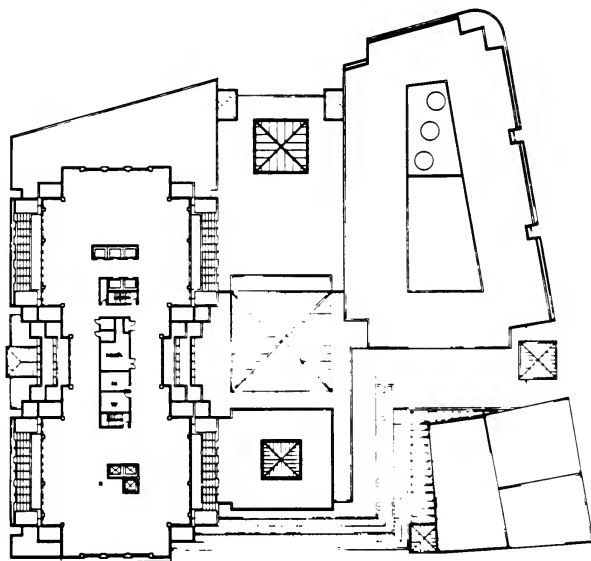


One Twenty Five High Street Limited Partnership



1/8" = 1'

16



28th Floor

High Rise Floor

ONE TWENTY FIVE HIGH STREET

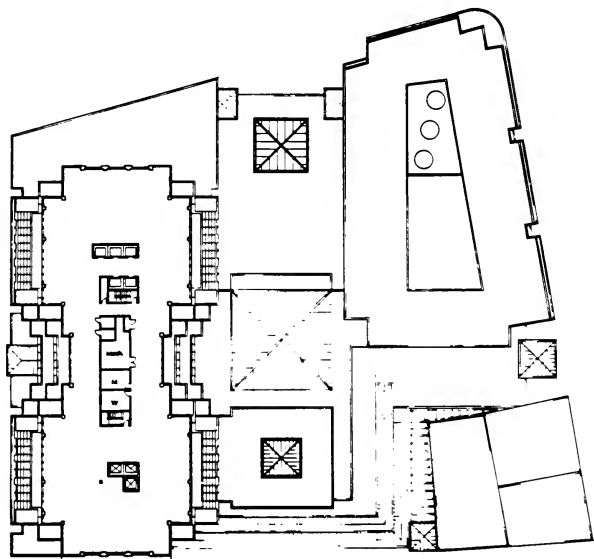
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



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28th Floor

High Rise Floors

ONE TWENTY FIVE HIGH STREET

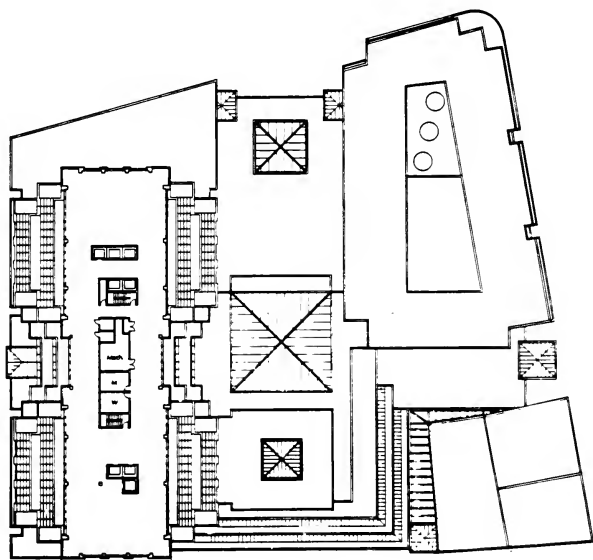
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11/7/86



30th Floor

High Rise Floor

ONE TWENTY FIVE HIGH STREET

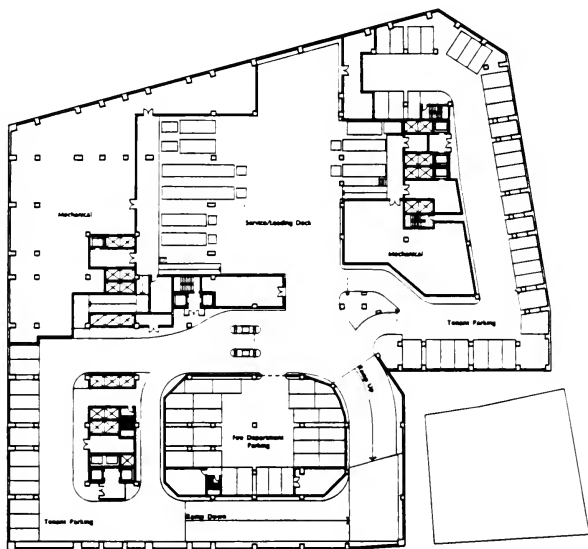
Jung/Brannen Associates, Inc. Architects and Planners



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Parking Level -1

ONE TWENTY FIVE HIGH STREET

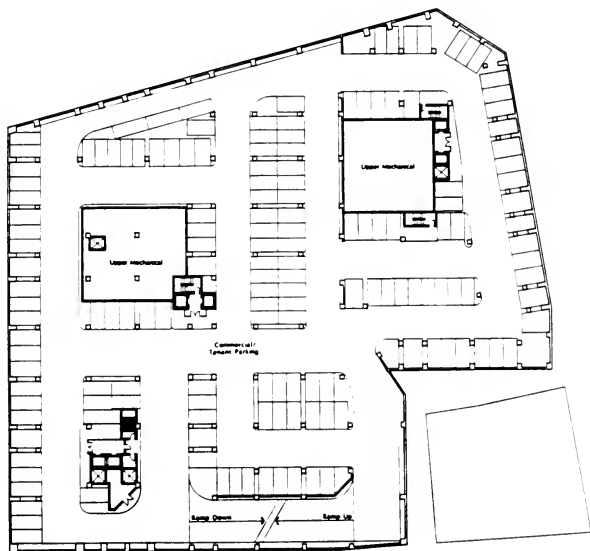
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11/7/86



Parking Level -2

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

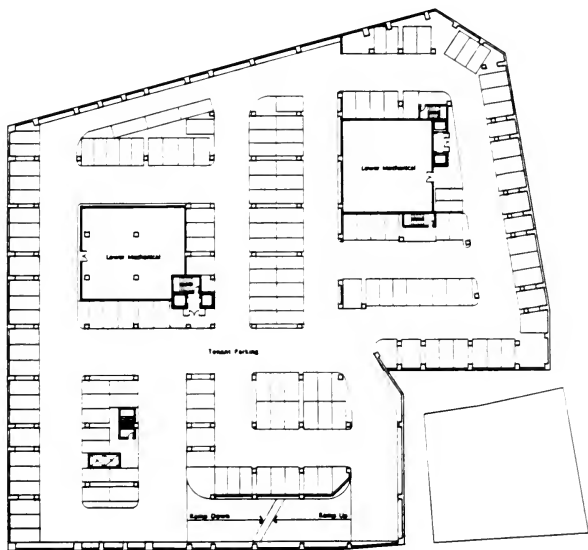


One Twenty Five High Street Limited Partnership



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20



Parking Level -3

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



8.17.86



Parking Levels -4, -5

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



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Parking Level -6

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

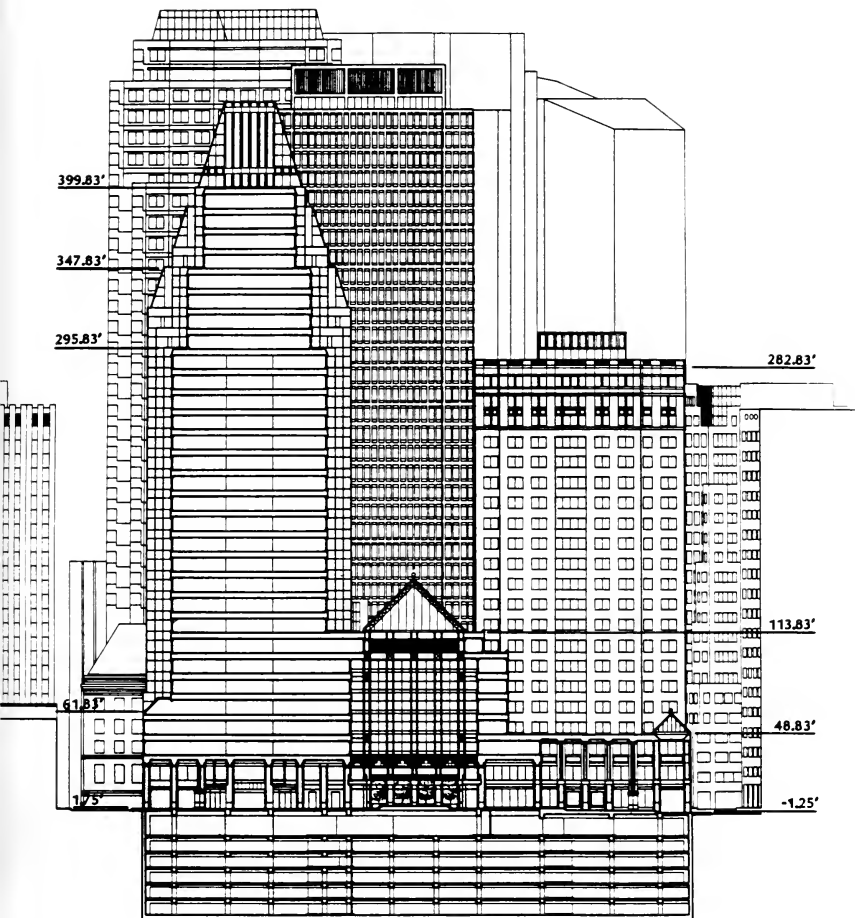


One Twenty Five High Street Limited Partnership



117.86

23

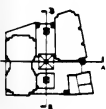


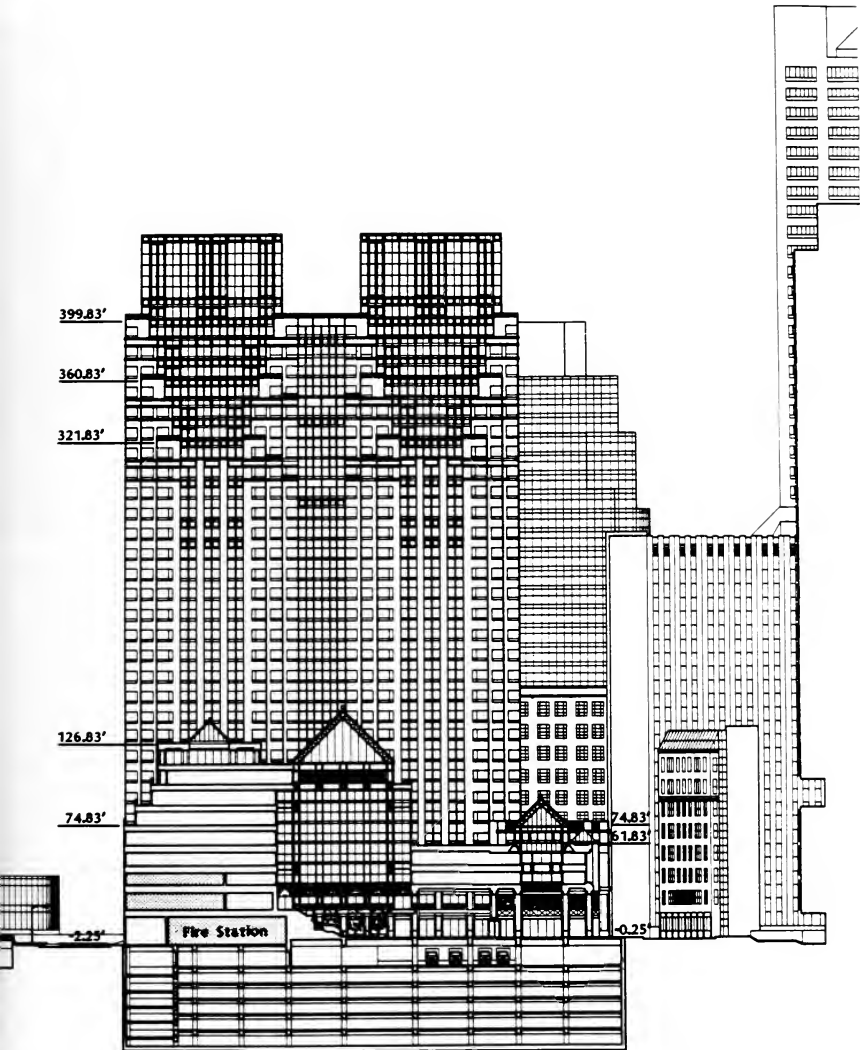
Section A-A

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

One Twenty Five High Street Limited Partnership





Section B-B

ONE TWENTY FIVE HIGH STREET

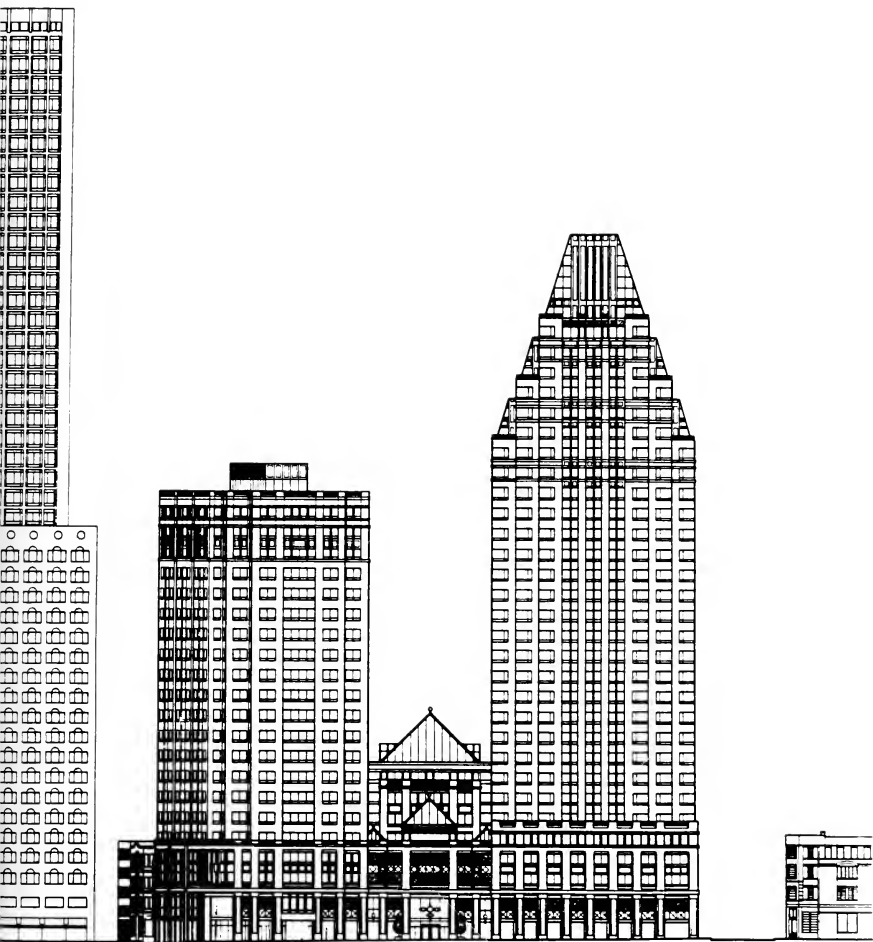
Jung/Brannen Associates, Inc. Architects and Planners

One Twenty Five High Street Limited Partnership



117.86

25



High Street Elevation

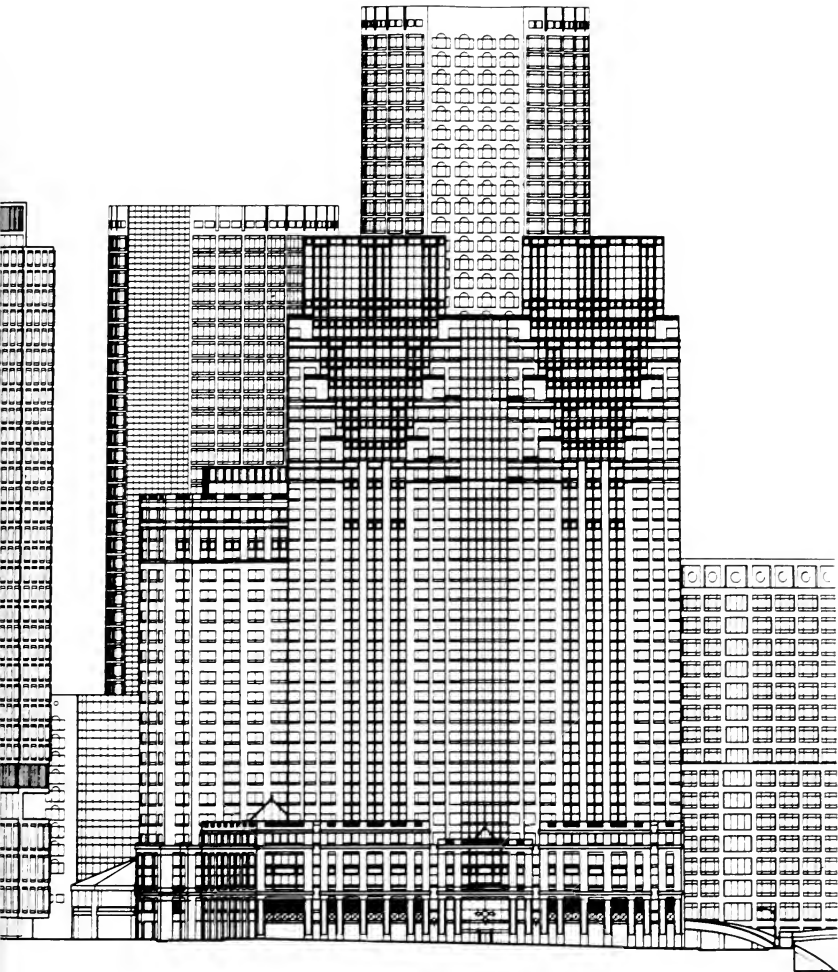
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

One Twenty Five High Street Limited Partnership



11/7/86



Pearl Street Elevation

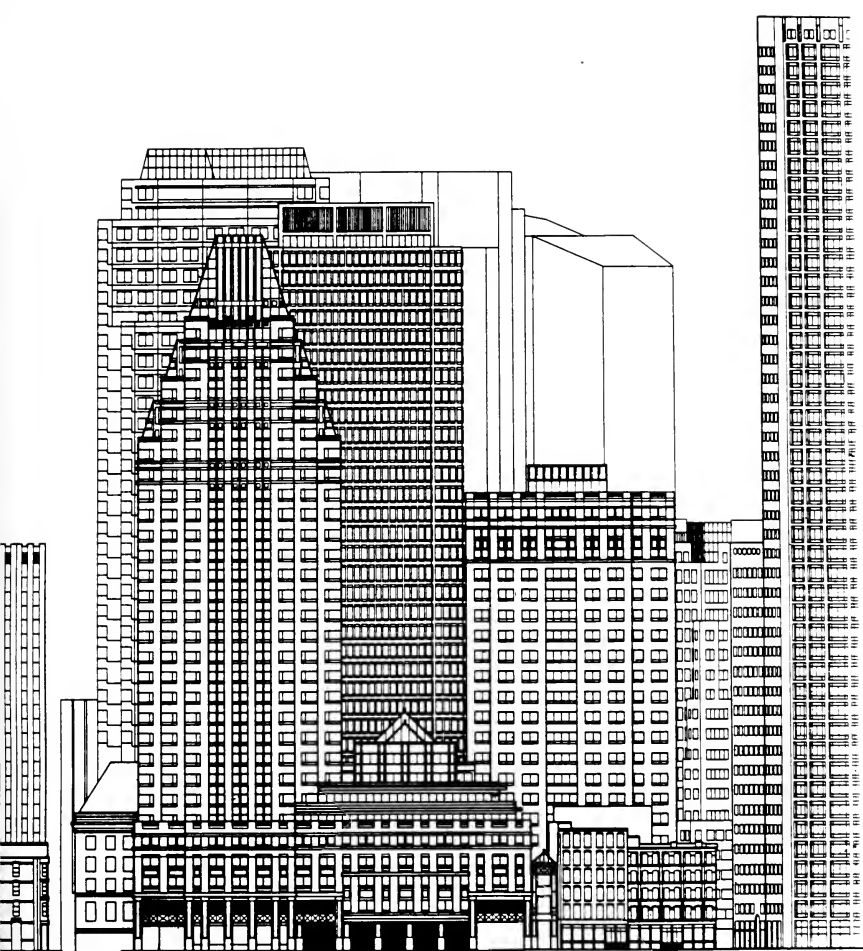
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

One Twenty-Five High Street Limited Partnership



117' 06"



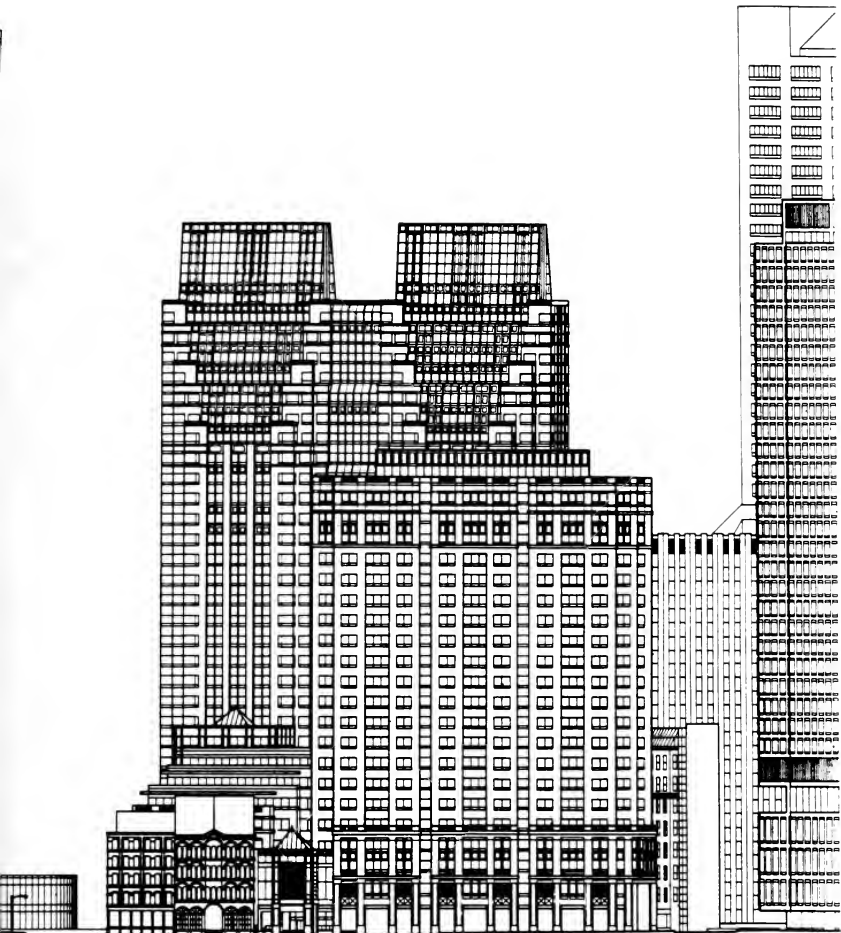
Purchase Street Elevation

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

One Twenty Five High Street Limited Partnership





Oliver Street Elevation

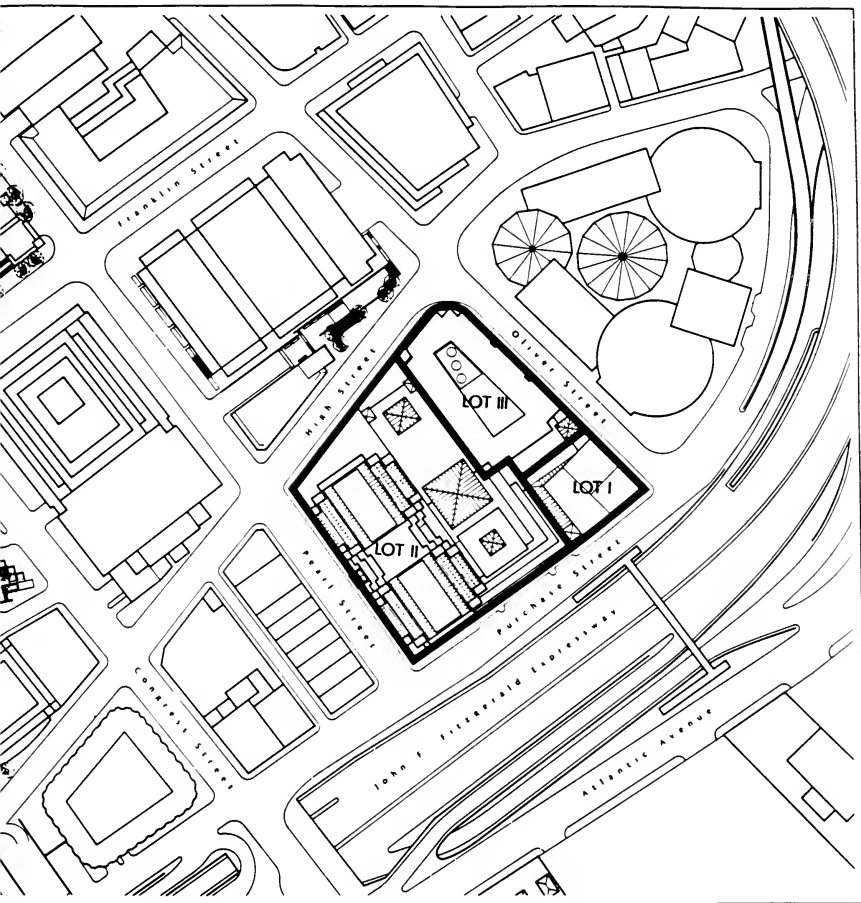
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

One Twenty Five High Street Limited Partnership



11/7/86



30

Subdivision of Site

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



11.7.86

5

Revised Drawings



Neighborhood Plan

ONE TWENTY FIVE HIGH STREET

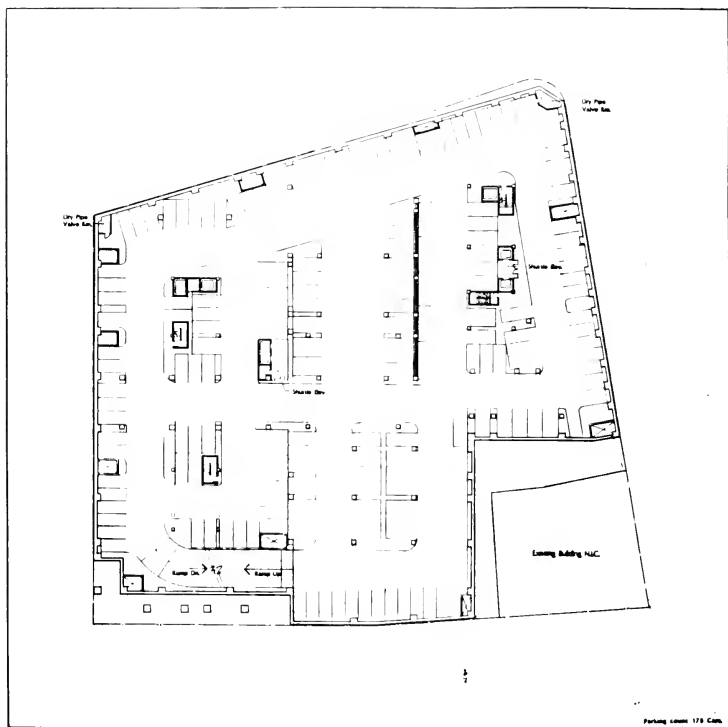
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



3 5 8 7



Parking Level Typical (-3,-4,-5,-6)

ONETWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

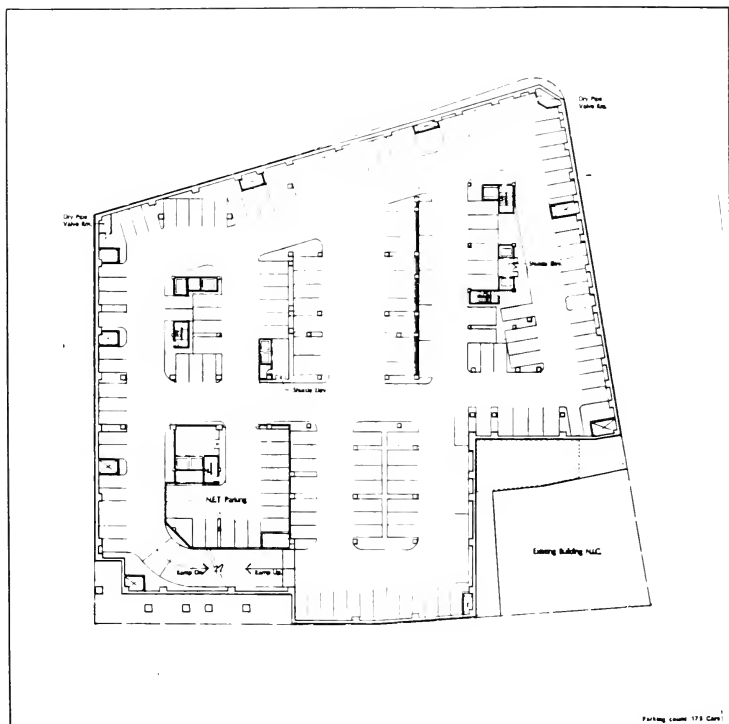


One Twenty Five High Street Limited Partnership



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32



Parking Level -2

ONE TWENTY FIVE HIGH STREET

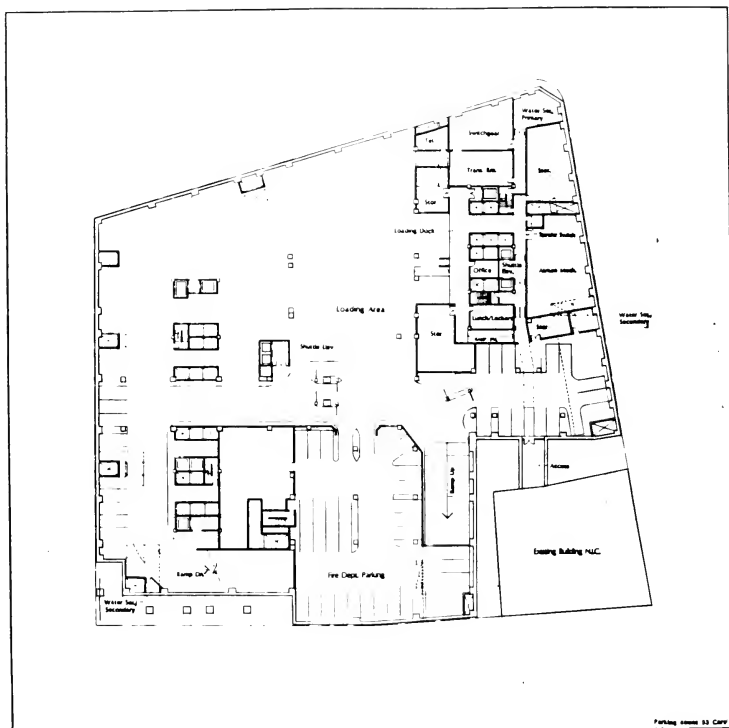
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership




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Parking covers 50 Cars

Parking Level -1

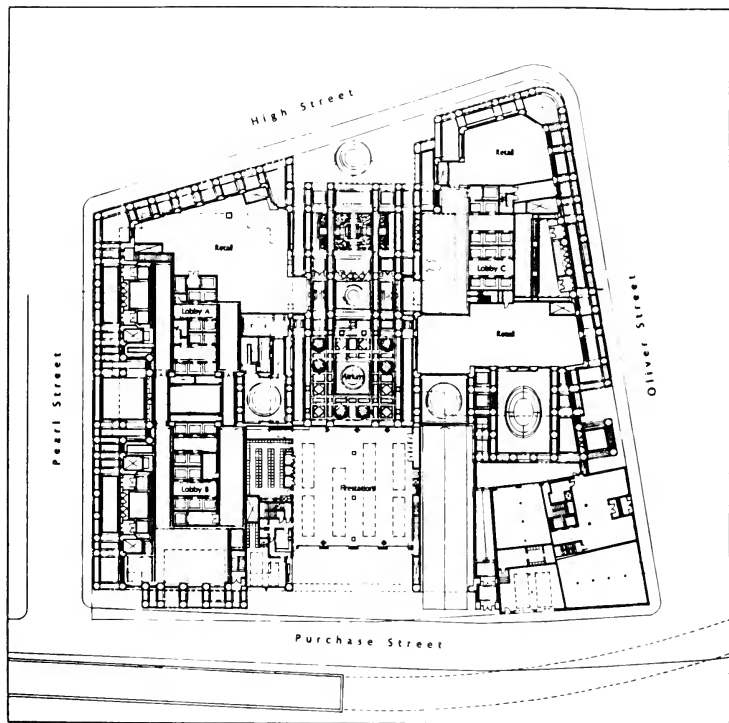
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners  One Twenty Five High Street Limited Partnership



35.87

34



Ground Floor Plan

ONE TWENTY FIVE HIGH STREET

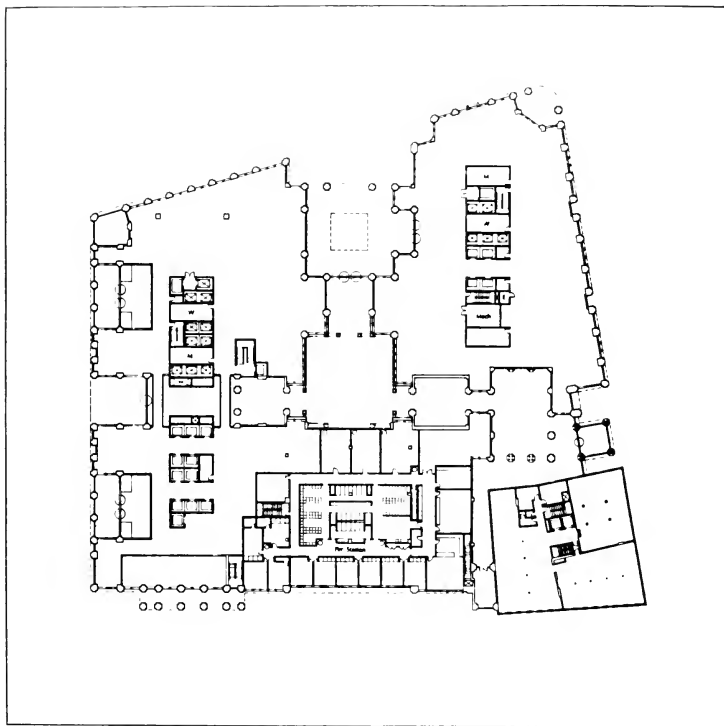
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership




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Second Floor Plan

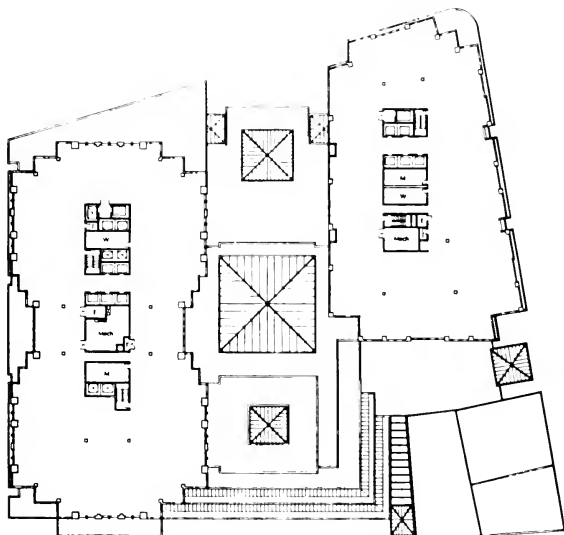
ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners  One Twenty Five High Street Limited Partnership



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Floors 11-21



Floors 17-24

Typical Tower Floor Plan

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



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Roof Plan Existing Conditions

ONE TWENTY FIVE HIGH STREET

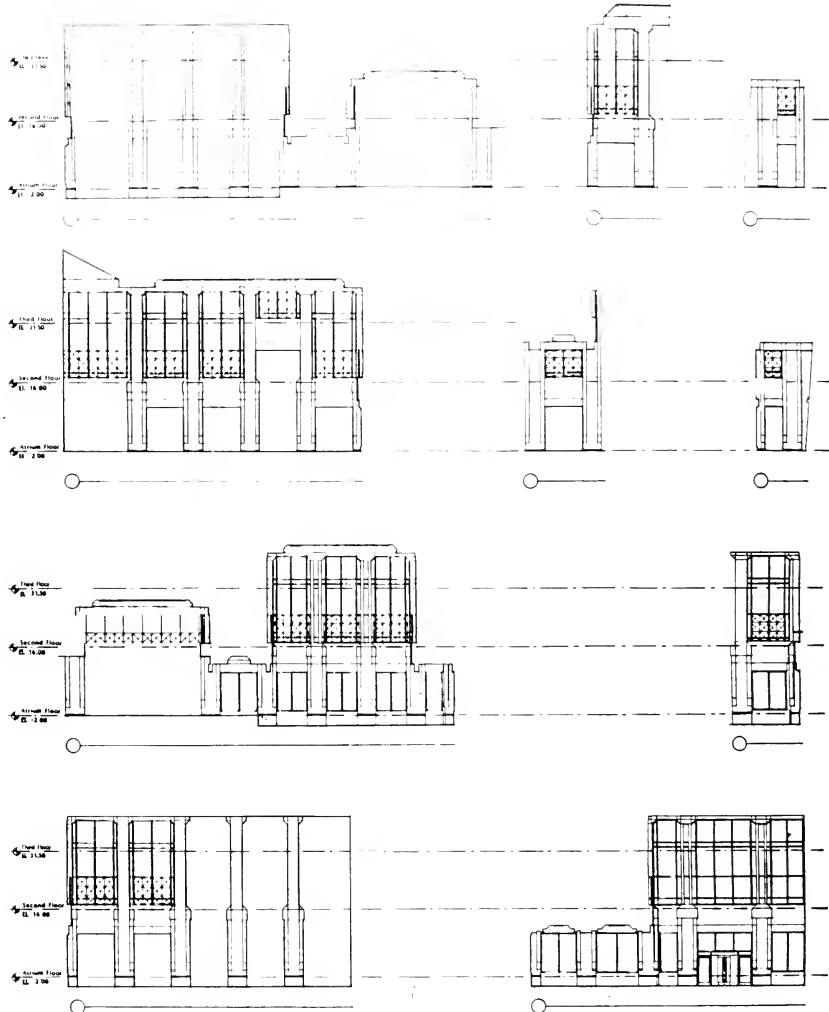
Jung/Brannen Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership



3.5' 8"

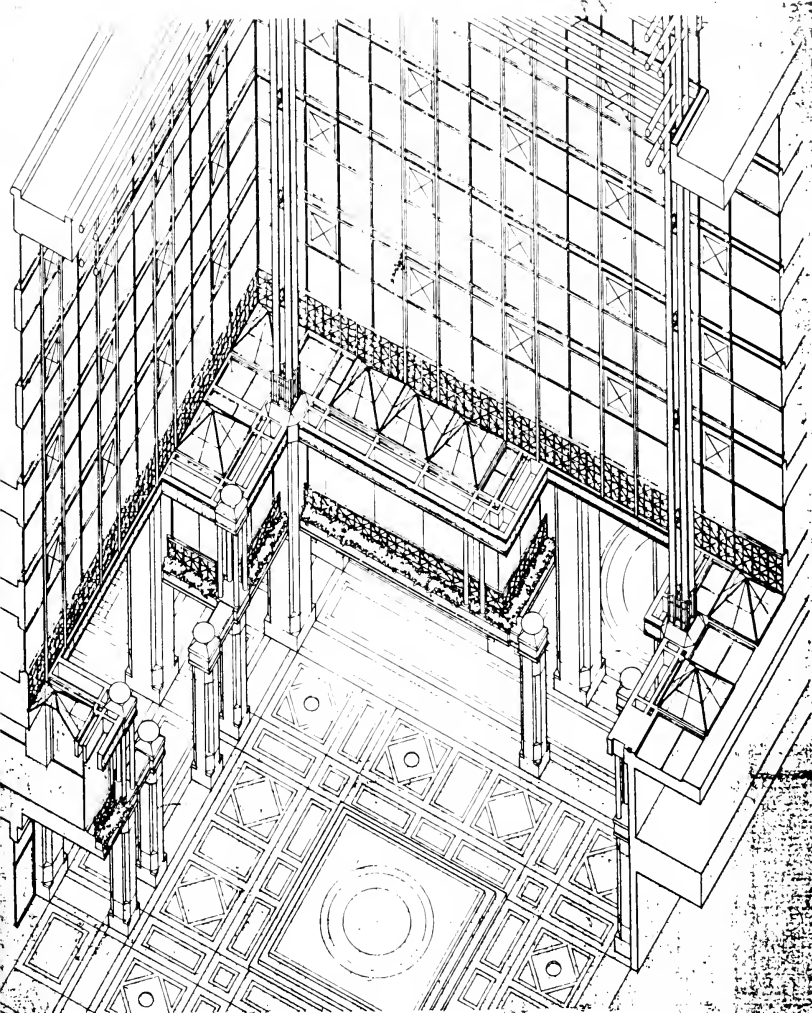


Atrium Elevations

ONE TWENTY FIVE HIGH STREET

Jung/Brannen Associates, Inc. Architects and Planners

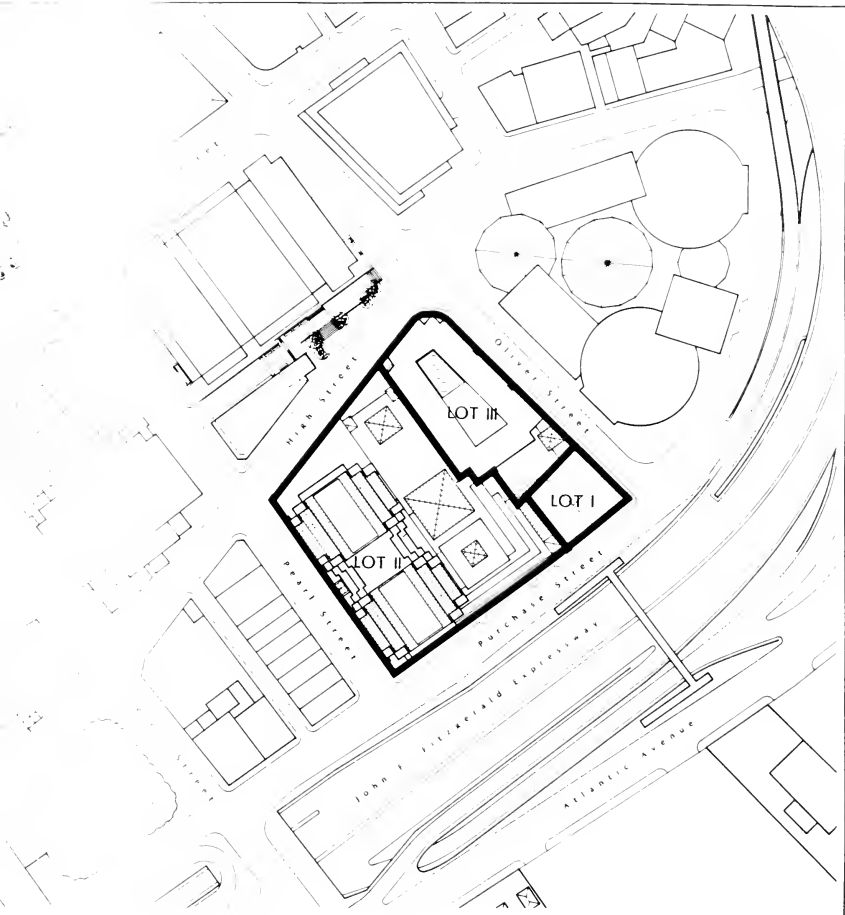
One Twenty Five High Street Limited Partnership



Atrium Atrium

ONE TWENTY FIVE HIGH STREET, LONDON
 King/Brayner Associates, Inc. Architects and Planners
 One Twenty Five High Street, Limited Partnership

3.5.87



41

Subdivision of Site Attached

ONETWENTY FIVE HIGH STREET

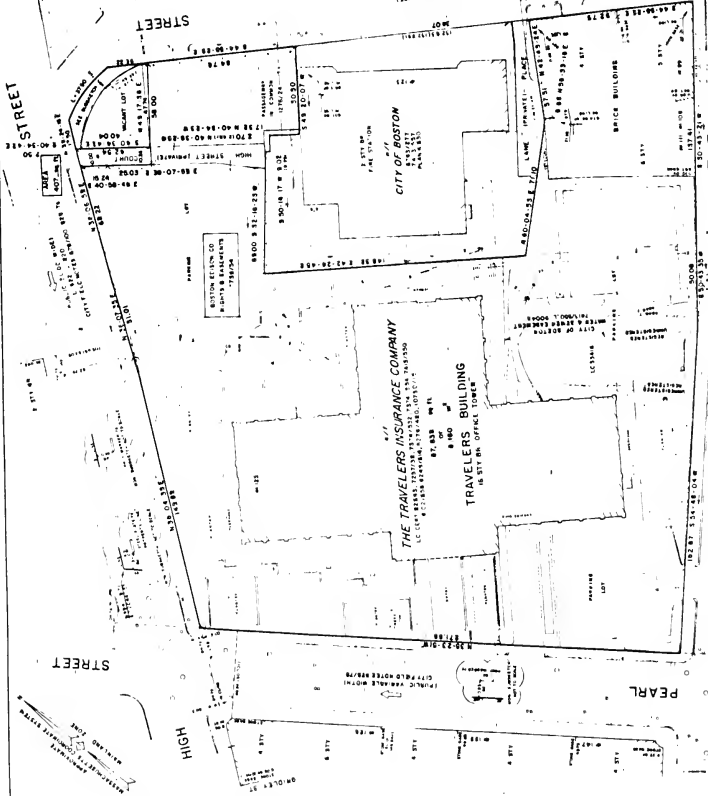
men Associates, Inc. Architects and Planners



One Twenty Five High Street Limited Partnership

0' 10' 20' 30' 40'

4.10.87



440IM

TRAVELERS INSURANCE CO

ONE TWENTY FIVE HIGH STREET

Zoning Exceptions and Special Orders

The Project: A mixed-use development on the city block bounded by High, Pearl, Purchase and Oliver Streets in Boston (the "Site") which includes the renovation of three existing buildings along Purchase Street at Oliver Street ("Building 1") and the construction of a 30-story office/retail building rising from a 9-story infill base ("Building 2") and a 21-story office/retail building ("Building 3") (collectively, the "Buildings"). As currently planned, a portion of Building 1 along Purchase Street will house the proposed new City of Boston ambulance facility and a portion of the 9-story infill base of Building 2 will house the proposed new Fort Hill fire station. Buildings 1, 2 and 3 are located on Lots 1, 2 and 3, respectively, as shown on the plan attached hereto as Exhibit A. Buildings 1, 2 and 3 will be joined by an interior landscaped atrium which will be lined with trees, plants and shopping arcades. The Project also includes a parking garage which will accommodate approximately 850 cars under Buildings 2 and 3 on five or six levels below grade.

Although all of the Buildings will be physically joined by an atrium and entrance lobbies, any of the three Buildings may be financed and/or owned independently of the others and, therefore, the Lot on which each Building is located must be considered as a separate zoning lot, capable of being mortgaged and conveyed as such.

Pursuant to section 6A-1 of the Boston Zoning Code (the "Code") and section 2 of the Enabling Act, the following exceptions and special orders, respectively, will be required with regard to the Project as a whole and to specific zoning lots located in the Project:

THE PROJECT

<u>Code Section</u>	<u>Required in B-10 District</u>	<u>Provided in Project</u>
6-3A Restricted Parking District	--	**
8-7 ¹ Uses See Schedule 1	--	**
Section 2 of the Enabling Act Fire Station and Ambulance Facility	--	***
Article 11 ² Signage	--	*
15-1 Maximum FAR ³ See Schedule 2	10.0	12.85*

¹The developer will request exceptions to section 8-7 of the Code reclassifying as "allowed" uses on the Site which are set forth on Schedule 1 attached hereto and which are listed as "conditional" or "forbidden" in a B-10 district.

²The developer will request an exception to article 11 of the Code excepting from the provisions of that article all signs to be located on the Site, as such signs will be subject to design review by the Boston Redevelopment Authority (the "BRA").

³For purposes herein, the term "gross floor area" shall have the meaning given to it in section 2-1(21) of article 2 of the Code, as in existence on December 5, 1986 and not as the same may be amended thereafter. And, as customary, gross floor area has been determined by excluding mechanical shafts (including smoke exhaust shafts, toilet pipe shafts, stair pressurization shafts, rain leader shafts, electrical risers and elevator shafts and overrides), electrical rooms, floor main mechanical rooms, and below-grade parking.

Article 20 Minimum Depth of Rear Yard See Schedule 3	0	0
21-1 Minimum Setback of Parapet See Schedule 4	varies	0*
23-4 Off-Street Parking	0	850**
24-1 Loading Bays See Schedule 5	13	9*
Article 28 ⁴ Boston Civic Design Commission	--	*

* Exception Required

** Exception or Conditional Use Permit Required

*** Special Order Required

LOTS 1, 2 AND 3

Code Section	Required in B-10 District	Provided in <u>Building 1</u>	Provided in <u>Building 2</u>	Provided in <u>Building 3</u>
6-3A Restricted Parking District	--	--	**	**

⁴Because the Project has undergone extensive review by the BRA for over two years in connection with preparation of the Development Plan and the Development Impact Project Plan, and because the schematic design for the Project has been approved by the BRA by letter dated March 30, 1987 from Stephen Coyle to Brian K. Gabriel, the developer will request an exception to article 28 of the Code establishing the Boston Civic Design Commission.

8-7 ⁵				
Uses				
See Schedule 6	--	**	**	**
Section 2 of the Enabling Act Fire Station and Ambulance Facility	--	***	***	--
Article 11 ⁶				
Signage	--	*	*	*
15-1				
Maximum FAR ⁷	10.0	5.30	12.64*	15.50*
See Schedule 7				
Article 20				
Minimum Depth of Rear Yard	varies	0*	0	0*
See Schedule 8				
21-1				
Minimum Setback of Parapet	varies	0*	0*	0*
See Schedule 9				

⁵The developer will request exceptions to section 8-7 of the Code reclassifying as "allowed" uses on the Site which are set forth on Schedule 6 attached hereto and which are listed as "conditional" or "forbidden" in a B-10 district.

⁶The developer will request an exception to article 11 of the Code excepting from the provisions of that article all signs to be located on the Site, as such signs will be subject to design review by the BRA.

⁷For purposes herein, the term "gross floor area" shall have the meaning given to it in section 2-1(21) of article 2 of the Code, as in existence on December 5, 1986 and not as the same may be amended thereafter. And, as customary, gross floor area has been determined by excluding mechanical shafts (including smoke exhaust shafts, toilet pipe shafts, stair pressurization shafts, rain leader shafts, electrical risers and elevator shafts and overrides), electrical rooms, floor mechanical rooms, and below-grade parking.

22-2 Yard Regulations	varies	*	--	*
23-4 Off-street Parking	0	0	**#	**#
24-1 Loading Bays See Schedule 10	Bldg. 1:1 Bldg. 2:8 Bldg. 3:5	0*	6*	3*

Article 28 Boston Civic Design Commission	--	*	*	*
---	----	---	---	---

- * Exception Required
- ** Exception or Conditional Use Permit Required
- *** Special Order Required
- # The parking spaces to be provided have not yet been allocated between Buildings 2 and 3 but in no event shall the aggregate thereof exceed 850 spaces.

Zoning Amendment Application Numbers 107, 110, 113, 115 and 116 regarding certain textual amendments to the Code are currently pending before the Boston Zoning Commission ("the BZC"). In addition, a series of proposed amendments to the Code, establishing articles 27D and 29 through 37 and making certain other changes to the Code, are currently pending before the BRA (the proposed amendments to the Code currently pending before the BRA and BZC are hereinafter referred to as the "Proposed Amendments"). The Project has undergone extensive review by the BRA for over two years in connection with the preparation of the Development Plan and the Development Impact Project Plan. Further review will be required in connection with the BRA's design review of the Project. As a result, the developer requests that the BRA approve and endorse, and recommend that the Boston Board of Appeal approve, any exceptions from the Code that may be required in the future as a result of the adoption of Proposed Amendments, as the same may be amended or modified prior to adoption, such that the Project may be constructed in accordance with the Development Plan and the Development Impact Project Plan. Furthermore, the developer requests that the BRA approve and endorse, and recommend that the Boston Board of Appeal approve, any additional exceptions from the Code that may be required in the future as the result of (1) the adoption of any further amendments to the Code other than those set forth in the Proposed Amendments or (2) such modifications to the Project as are required or approved by the Director of the BRA.

SCHEDULE 1
CONDITIONAL AND FORBIDDEN USES OF THE PROJECT*

Section 8-7 of the Code designates the following proposed uses of the Project as conditional:

- 18 Trade, professional or other school
- 34 Store primarily serving the retail business needs of the residents of the neighborhood where merchandise is sold or displayed out of doors on the premises
- 35 Department store, furniture store, general merchandise mart, or other store serving the general retail business needs of a major part of the city, including accessory storage, where merchandise is sold or displayed out of doors on the premises
- 36A Sale over the counter of nonpremises-prepared food or drink for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out
- 50 Outdoor sale or display for sale of garden supplies, agricultural produce, flowers and the like
- 59 Parking garage
- 60 Repair garage; gasoline service station; car wash, provided that all washing and making of repairs is carried on inside a building and that there is no outdoor storage of damaged or disabled motor vehicles for a period of more than one month
- 61 Rental agency, storing, servicing, and/or washing rental motor vehicles and trailers
- 66 Helicopter landing facility
- 71 Any use on a lot adjacent to, or across the street from, but in the same district as, a lawful use to which it is ancillary and ordinarily incident and for which it would be a lawful accessory use if it were on the same lot; any such use on such a lot in

another district, provided, that any such use shall be subject to the same restrictions as the use to which it is ancillary

72 As an accessory use, a parking garage or parking space for occupants, employees, customers, students and visitor.

Section 8-7 of the Code designates the following proposed Project uses as forbidden:

68 Manufacture or repair of various industrial products, including, but not limited to, canvas products; electronic components and supplies; leather products; sporting goods; tools or hardware

Ambulance Facility

*Exception or Conditional Use Permit Required
#Not specifically allowed under the Code

SCHEDULE 2
MAXIMUM FLOOR AREA RATIO FOR PROJECT

<u>FLOOR</u>	<u>TOTAL SQUARE FEET</u>	<u>GROSS FLOOR AREA</u>
-6	93,318.00	0.0
-5	93,318.00	25,445.00
-4	93,318.00	0.0
-3	93,318.00	0.0
-2	93,318.00	0.0
<u>-1</u>	<u>101,573.00</u>	<u>4,132.00</u>
1	73,872.00	70,747.34
2	69,747.00	65,794.08
3	87,429.00	82,143.08
4	89,241.00	83,955.08
5	80,255.44	74,969.52
6	67,771.11	62,425.19
7	63,812.44	58,989.52
8	60,094.39	55,271.47
9	56,082.91	51,259.99
10	51,628.41	47,233.31
11	51,628.41	46,711.29
12	51,628.41	46,792.12
13	51,628.41	47,612.12
14	51,628.41	47,612.12
15	51,628.41	47,612.12
16	51,628.41	46,750.51
17	51,628.41	46,750.51
18	51,628.41	48,208.53
19	51,628.41	48,208.53
20	51,628.41	48,208.53
21	51,628.41	48,208.53
22	29,032.97	26,838.31
23	29,032.97	26,838.31
24	29,032.97	26,838.31
25	26,064.42	23,869.76
26	24,052.00	21,450.02
27	22,040.62	19,838.64
28	20,620.81	19,198.85
28	18,565.00	17,143.04
30	<u>16,510.94</u>	<u>15,328.96</u>
Totals:	2,050,901.91	1,402,384.69
Lot Area:	109,135	109,135.00
F.A.R.		12.85*

NOTE: These calculations are based upon schematic design drawings and may change based upon program design, development and construction adjustments.

* Exception Required

SCHEDULE 3
REAR YARDS FOR PROJECT

Front Lot Line:	High Street
Rear Lot Line:	Purchase Street (34' in width at its narrow- est point along the rear lot line)
Minimum Depth:	0 (Section 20-7)
Depth Provided:	0

SCHEDULE 4

MINIMUM SETBACKS OF PARAPETS FOR PROJECT

	Hgt. of Building	Free Height	H	L'	Setback	Open Space Credit	Min. Setback	Setback Requested
<u>Pearl Street</u>								
Low Rise	74.83	25	49.83	264.00	39.23	23.50	15.73	0*
Bldg. 2 High Rise	399.83	25	374.83	250.00	78.10	23.50	54.60	0*
Worst Case	399.83	25	374.83	264.00	79.85	23.50	56.35	0*
<u>High Street</u>								
Low Rise	74.83	25	49.83	327.86	47.21	25.00	22.21	0*
Bldg. 2 High Rise	399.83	25	374.83	130.00	63.04	25.00	38.04	0*
Bldg. 3 High Rise	300.00	25	275.00	120.00	49.38	25.00	24.38	0*
Worst Case	399.83	25	374.83	327.86	67.72	25.00	62.72	0*
<u>Oliver Street</u>								
Low Rise	74.83	25	49.83	353.61	50.43	25.00	25.43	0*
Bldg. 3 High Rise	300.00	25	275.00	225.00	62.50	25.00	37.50	0*
Worst Case	399.83	25	374.83	353.61	91.05	25.00	66.05	0*
<u>Purchase Street</u>								
Low Rise	74.83	25	49.83	370.36	52.52	24.50	28.02	0*
Bldg. 2 High Rise	399.83	25	374.83	130.00	63.10	24.50	38.60	0*
Bldg. 3 High Rise	300.00	25	275.00	180.00	56.88	24.50	32.38	0*
Worst Case	399.83	25	374.83	370.36	93.14	24.50	68.64	0*

*Exception Required

SCHEDULE 5

LOADING FOR PROJECT

<u>Use</u>	<u>Group</u>	<u>Area</u>	<u>Requirement</u>
Fire Station and Ambulance Facility	I	27,000 square feet	No bays required = 0
Office	II	1,359,465 square feet	4 bays for first 300,000 square feet plus 1 bay for each additional 150,000 square feet = 12
Retail	III	15,920 square feet	1 bay for first 50,000 square feet = 1
			<hr/>
			Total required: 13
			Total provided: 9*

*Exception required

SCHEDULE 6
CONDITIONAL AND FORBIDDEN USES OF BUILDINGS 1, 2, AND 3*

Section 8-7 of the Code designates the following proposed uses of Buildings 1, 2 and 3 as conditional:

- 18 Trade, professional or other school
- 34 Store primarily serving the retail business needs of the residents of the neighborhood where merchandise is sold or displayed out of doors on the premises
- 35 Department store, furniture store, general merchandise mart, or other store serving the general retail business needs of a major part of the city, including accessory storage, where merchandise is sold or displayed out of doors on the premises
- 36A Sale over the counter of nonpremises-prepared food or drink for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out
- 50 Outdoor sale or display for sale of garden supplies, agricultural produce, flowers and the like
- 59 Parking garage**
- 60 Repair garage; gasoline service station; car wash, provided that all washing and making of repairs is carried on inside a building and that there is no outdoor storage of damaged or disabled motor vehicles for a period of more than one month**
- 61 Rental agency, storing, servicing, and/or washing rental motor vehicles and trailers**
- 66 Helicopter landing facility***
- 71 Any use on a lot adjacent to, or across the street from, but in the same district as, a lawful use to which it is ancillary and ordinarily incident and for which it would be a lawful accessory use if it were on the same lot; any such use on such a lot in another district, provided, that any such use shall be subject to the same restrictions as the use to which it is ancillary
- 72 As an accessory use, a parking garage or parking space for occupants, employees, customers, students and visitor**

Section 8-7 of the Code designates the following proposed uses of Buildings 1, 2 and 3 as forbidden:

- 68 Manufacture or repair of various industrial products, including, but not limited to, canvas products; electronic components and supplies; leather products; sporting goods; tools or hardware
- # Ambulance Facility****

-
- * Exception Required
- ** Buildings 2 and 3 only
- *** Building 3 only
- **** Building 1 only
- # Not specifically allowed under the Code

SCHEDULE 7
MAXIMUM FAR FOR BUILDINGS 1, 2 AND 3

GSF BLDG 1	GROSS FAR BLDG 1	GSF BLDG 2	GROSS FAR BLDG 2	GSF BLDG 3	GROSS FAR BLDG 3
0.00	0.00	67,261.00	0.00	26,057.00	0.00
0.00	0.00	67,261.00	16,964.00	26,057.00	8,481.00
0.00	0.00	67,261.00	0.00	26,057.00	0.00
0.00	0.00	67,261.00	0.00	26,057.00	0.00
0.00	0.00	67,261.00	0.00	26,057.00	0.00
8,255.00	4,132.00	67,261.00	0.00	26,057.00	0.00
<hr/>					
8,255.00	7,792.00	42,436.00	40,697.54	23,181.00	22,257.80
8,255.00	7,792.00	40,685.00	38,718.28	20,807.00	19,283.80
8,255.00	7,792.00	56,527.00	53,227.28	22,647.00	21,123.80
8,255.00	7,792.00	56,129.00	52,829.28	24,857.00	23,333.80
6,428.00	5,965.00	51,232.00	47,932.28	22,595.44	21,072.24
2,963.00	2,500.00	42,152.67	38,852.95	22,595.44	21,072.24
0.00	0.00	41,217.00	37,917.28	22,595.44	21,072.24
0.00	0.00	37,498.95	34,199.23	22,595.44	21,072.24
0.00	0.00	33,487.47	30,187.75	22,595.44	21,072.24
0.00	0.00	29,032.97	26,161.07	22,595.44	21,072.24
0.00	0.00	29,032.97	26,161.07	22,595.44	20,550.22
0.00	0.00	29,032.97	26,241.90	22,595.44	20,550.22
0.00	0.00	29,032.97	26,241.90	22,595.44	21,370.22
0.00	0.00	29,032.97	26,241.90	22,595.44	21,370.22
0.00	0.00	29,032.97	26,241.90	22,595.44	21,370.22
0.00	0.00	29,032.97	25,380.29	22,595.44	21,370.22
0.00	0.00	29,032.97	25,380.29	22,595.44	21,370.22
0.00	0.00	29,032.97	26,838.31	22,595.44	21,370.22
0.00	0.00	29,032.97	26,838.31	22,595.44	21,370.22
0.00	0.00	29,032.97	26,838.31	22,595.44	21,370.22
0.00	0.00	29,032.97	26,838.31	22,595.44	21,370.22
0.00	0.00	29,032.97	26,838.31	0.00	0.00
0.00	0.00	29,032.97	26,838.31	0.00	0.00
0.00	0.00	29,032.97	26,838.31	0.00	0.00
0.00	0.00	26,064.42	23,869.76	0.00	0.00
0.00	0.00	24,052.00	21,450.02	0.00	0.00
0.00	0.00	22,040.62	19,838.64	0.00	0.00
0.00	0.00	20,620.81	19,198.85	0.00	0.00
0.00	0.00	18,565.00	17,143.04	0.00	0.00
0.00	0.00	16,510.94	15,328.96	0.00	0.00
ALS 50,666.00	43,765.00	1,368,279.43	904,273.63	631,956.48	454,346.06

E A	8,255	71,562	29,318
	5.30	12.64*	15.50*

e: These calculations are based upon schematic design drawings and may change based upon program design, development and construction adjustments.

Exception Required

SCHEDULE 8
REAR YARDS FOR BUILDINGS 1, 2, AND 3

BUILDING 1

Front Lot Line: Oliver Street
Rear Lot Line: opposite Oliver Street
L: 110 feet

Minimum Depth: $10 + \frac{L}{20} = 10 + \frac{110}{20} = 15.5$ feet

Depth Provided: 0*

BUILDING 2

Front Lot Line: High Street
Rear Lot Line: Purchase Street (34' in width at its
narrowest point along the lot line)

Minimum Depth: 0 (Section 20-7)

Depth Provided: 0

BUILDING 3

Front Lot Line: High Street
Rear Lot Line: opposite High Street
L: 144 feet

Minimum Depth: $10 + \frac{L}{20} = 10 + \frac{144}{20} = 17.2$ feet

Depth Provided: 0*

*Exception Required

SCHEDULE 9
MINIMUM SETBACKS OF PARAPETS FOR BUILDINGS 1, 2 AND 3

BUILDING 1

	Hgt. of Building	Free Height	H	L'	Setback	Open Space Credit	Min. Setback	Setback Requested
<u>Oliver Street</u>	74	25	49	92.79	17.72	25.0	0.00	0
<u>Purchase Street</u>	74	25	49	99.00	18.50	24.5	0.00	0
<u>North Elevation</u>	74	120	0	0.00	0.00	0.0	0.00	0
<u>West Elevation</u>	74	25	49	91.56	17.57	0.0	17.57	0*

BUILDING 2

Hgt. of Building	Free Height	H	L'	Setback	Open Space Credit	Min. Setback	Setback Requested
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High Street

Low Rise	74.83	25	49.83	218.20	33.50	25.0	8.50	0*
Bldg. 2 High Rise	399.83	25	374.83	135.00	63.73	25.0	38.73	0*
Worst Case	399.83	25	374.83	218.20	74.12	25.0	49.13	0*

Pearl Street

Low Rise	74.83	25	49.33	264.00	39.23	23.5	15.73	0*
Bldg. 2 High Rise	399.83	25	374.83	250.00	78.10	23.5	54.60	0*
Worst Case	399.83	25	374.83	264.00	79.85	23.5	56.35	0*

Purchase Street

Low Rise	74.83	25	49.83	271.35	40.15	24.5	15.65	0*
Bldg. 2 High Rise	399.83	25	374.83	130.00	63.10	24.5	38.60	0*
Worst Case	399.83	25	374.83	271.35	80.77	24.5	54.27	0*

East Elevation

Low Rise	74.83	120	0.00	0.00	0.00	0.0	0.00	0
Bldg. 2 High Rise	399.83	120	279.83	250.00	66.23	0.0	66.23	0*
Worst Case	399.83	120	279.83	330.00	76.23	0.0	76.22	0*

*Exception Required

SCHEDULE 9 (Cont.)
BUILDING 3

	Hgt. of Building	Free Height	H	L	Setback	Open Space Credit	Min. Setback	Setback Requested
<u>High Street</u>								
Low Rise Bldg. 3 High Rise	61.83 300.00	25 25	36.83 275.00	105 105	17.72 45.50	25 25	0.00 22.50	0 0*
<u>Oliver Street</u>								
Low Rise Bldg. 3 High Rise	61.83 300.00	25 25	36.83 275.00	250 215	35.85 61.25	25 25	10.85 36.25	0* 0*
Worst Case	300.00	25	275.00	250	65.63	25	40.63	0*
<u>South Elevation</u>								
Low Rise Bldg. 3 High Rise	61.83 300.00	25 25	36.83 275.00	135 135	21.49 51.25	0 0	21.49 51.25	0* 0*
<u>West Elevation</u>								
Low Rise Bldg. 3 High Rise	61.83 300.00	120 120	0.00 180.00	200 200	0.00 47.50	0 0	0.00 47.50	0 0*

*Exception Required

SCHEDULE 10
LOADING FOR BUILDINGS 1, 2, AND 3

BUILDING 1

<u>Use</u>	<u>Group</u>	<u>Area</u>	<u>Requirement</u>
Ambulance Facility	I	2,600 square feet	No bays required = 0
Office	II	38,135 square feet	1 bay for first 50,000 square feet = 1
Retail	III	3,030 square feet	no loading required for first 15,000 square feet = 0
			<hr/>
			Total Required: 1
			Total Provided: 0*

BUILDING 2

<u>Use</u>	<u>Group</u>	<u>Area</u>	<u>Requirement</u>
Fire Station	I	24,400 square feet	No bays required = 0
Office	II	874,126 square feet	4 bays required for first 300,000 square feet plus 1 bay for each additional 150,000 square feet = 8
Retail	III	5,748 square feet	no loading required for first 15,000 square feet = 0
			<hr/>
			Total Required: 8
			Total Provided: 6*

*Exception Required

BUILDING 3

<u>Use</u>	<u>Group</u>	<u>Area</u>	<u>Requirement</u>
Office	II	447,204 square feet	4 bays required for first 300,000 square feet plus 1 bay for each additional 150,000 square feet = 5
Retail	III	7,142 square feet	no loading required for first 15,000 square feet = 0

Total Required: 5
Total Provided: 3*

*Exception Required

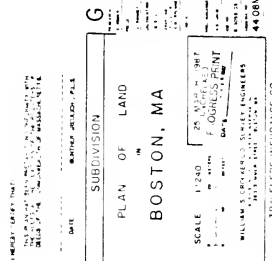


EXHIBIT A



ONE TWENTY FIVE HIGH STREET

List of Owners and Abutters

PROJECT SITE: Block bounded by High Street, Oliver Street,
Purchase Street and Pearl Street.

LIST OF OWNERS OF PROJECT SITE

<u>OWNER</u>	<u>LOT ADDRESS</u>	<u>PARCEL NO.</u>
The Travelers Insurance Company	-135 Oliver-105 Purchase Street	#4099
109 Purchase Street Boston, MA 02110	-109 Purchase Street	#4100
The Travelers Insurance Company	-Purchase Street	#4101
127 Oliver Street	-91 Oliver Street	#4106
Boston, MA 02210	-127 Oliver Street	#4110
The Travelers Insurance Company	-125 High Street	#4102
125 High Street Boston, MA 02210		
The Travelers Insurance Company	-139 High Street & High Street Court	#4104
139 High Street Boston, MA 02110		
The Travelers Insurance Company	-93 Oliver Street	#4107
93 Oliver Street Boston, MA 02110		
City of Boston	-Corner of Oliver Street and High Street	#4105
One City Hall Plaza Boston, MA 02201	-Fort Hill Fire Station	#4108
Attn: City Clerk	-Fort Hill Fire Station	#4109

LIST OF ABUTTERS TO PROJECT SITE

<u>ABUTTER</u>	<u>LOT ADDRESS</u>	<u>PARCEL NO.</u>
City of Boston	-Corner of Congress Street	#4352
One City Hall Plaza	and Atlantic Avenue	
Boston, MA 02201	(Bus Terminal)	
Attn: City Clerk	-516 Atlantic Avenue	#2953-1
Real Property Dept.	-90 Oliver Street	#4060
Fire Dept.	-Atlantic Avenue	n/a
	-Land Under Expressway	n/a
	-Purchase Street	n/a
	-Congress Street	n/a
	-High Street	n/a
	-Oliver Street	n/a
	-Pearl Street	n/a
	-Franklin Street	n/a
	-Northern Avenue	n/a
BC Phase 2 Associates	-55-93 Oliver Street	#4075
Limited Partnership	-1 Oliver Street	#4071
c/o Chiofaro Company	(International Place)	
1 Post Office Square		
Boston, MA 02109		
Commonwealth of	- John F. Fitzgerald	n/a
Massachusetts	Expressway	
Office of Real Property		
Division of Capital		
Planning and Operations		
Executive Office for		
Administration &		
Finance		
One Ashburton Place		
15th Floor		
Boston, MA 02108		
Antonio Natola, et al	- 149-151 Pearl Street	#4187
149 Pearl Street		
Boston, MA 02110		
Nick Andritsakis, et al	- 145-147 Pearl Street	#4186
147 Pearl Street		
Boston, MA 02110		

Gel Bar Mass. Corp. 141 Pearl Street Boston, MA 02110	- 141-143 Pearl Street	#4185
Martin F. Galvin, Jr. Trusts 137 Pearl Street Boston, MA 02110	- 137-139 Pearl Street	#4184
Dorothy F. Billings 133 Pearl Street Boston, MA 02110	- 133-135 Pearl Street	#4183
Sargent Collier Trusts	- 129-131 Pearl Street	#4182
c/o Hamlen Collier & Co.	- 123-127 Pearl Street	#4181
10 Liberty Square Boston, MA 02109	- 115-119 Pearl Street	#4180
Bruno Dunn Realty Corp. 113 Pearl Street Boston, MA 02110	- 109-111 Pearl Street	#4179
New England Telephone & Telegraph Co. c/o W. Thomae 185 Franklin Street Boston, MA 02107	- 110 High Street to 185 Franklin Street block	#4176
Hexalon Real Estate, Inc. 3525 Piedmont Road Atlanta, GA 30305	- 209 Franklin Street (State Street Bank Bldg.)	#4134
Fred M. Dellorfono, Jr. Trusts 126 High Street Boston, MA 02110	-126-138 High Street	#4133
Eleanor Thanos Trusts c/o McCormack and Zimble 225 Franklin Street Boston, MA 02109	- 265 Franklin Street block (Paine Webber Bldg.)	#4035
Chadwick Bldgs. Co. Mass Limited Partnership 99 Bedford Street Boston, MA 02111	- 172-174 High Street - 176-184 High Street	#4048 #4047

Harborsista Assoc. CT Limited Partnership 470 Atlantic Avenue Boston, MA 02210	- 474-466 Atlantic Avenue	#2956
Boston Edison Station 3 800 Boylston Street Boston, MA 02199	- 488 Atlantic Avenue	#2954 #2953 #2955
Russia Wharf Company Mass. Limited Partnership 270 Congress St. Boston, MA 02210	- 520-540 Atlantic Avenue	#2952
Rowes Wharf Associates Limited Partnership 352 Atlantic Avenue Boston, MA 02210	-324-352 Atlantic Avenue	#2961
Atlantic Avenue Limited Partnership c/o Northland Management Corp. 2150 Washington Street Newton Lower Falls, MA 02162	-400 Atlantic Avenue	#2960
United States of America 408 Atlantic Avenue Boston, MA 02210	-408 Atlantic Avenue	#2959
Alfred Hook Et Al Elmcrest Drive Melrose, MA 02176	-440 Atlantic Avenue	#2958
One 37393 Canada Inc. 452 Atlantic Avenue Boston, MA 02210	-452 Atlantic Avenue	#2957
Federal Reserve Bank 556 Atlantic Avenue Boston, MA 02210	-556-624 Atlantic Avenue	#4340
David Rose Et Al 380 Madison Avenue New York, NY 10017	-219 Congress Street	#4390
Two 60 Franklin Inc. c/o Jaymont Properties 260 Franklin Street Boston, MA 02110	-260 Franklin Street	#4023

ONE TWENTY FIVE HIGH STREET

List of Other Interested Parties

In addition to the owners and immediate abutters:

ELECTED OFFICIALS

Honorable William Bulger
Senate President
The State House -- Room 330
Boston, MA 02133

Mr. Fred Clarke
Legislative Aide
c/o Congressman Joseph Moakley
JFK Federal Building -- Room 900C
Boston, MA 02112

Honorable Salvatore DiMasi
House of Representatives
The State House
Room 166
Boston, MA 02133

Governor Michael S. Dukakis
The State House
Boston, MA 02133

Mayor Raymond L. Flynn
Boston City Hall
One City Hall Plaza
Boston, MA 02201

Ms. Patricia Foley
c/o Senator John F. Kerry
Suite 220
10 Park Plaza
Boston, MA 02116

Congressman Joseph Moakley
Room 900C
JFK Federal Building
Boston, MA 02113

Ms. Elizabeth Phillips
c/o Senator Edward M. Kennedy
JFK Federal Building
Room 2400
Boston, MA 02113

BOSTON CITY COUNCIL

Honorable Bruce Bolling
President
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable James Byrne
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Maura A. Hennigan
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Christopher Iannello
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable James Kelly
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Michael J. McCormack
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Brian J. McLaughlin
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Thomas Menino
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Albert L. O'Neil
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable David Scondras
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Joseph M. Tierney
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Robert E. Travaglini
Boston City Council
One City Hall Plaza
Boston, MA 02201

Honorable Charles C. Yancey
Boston City Council
One City Hall Plaza
Boston, MA 02201

BOSTON REDEVELOPMENT AUTHORITY

Mr. Stephen Coyle
Executive Director
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Ms. Barbara Fields
Developer Analyst
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Mr. Robert Kroin
Chief Senior Architect
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Mr. Paul McCann, Esq.
Executive Assistant Director
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Mr. Ralph Memolo
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Mr. Richard Mertens
Environmental Review Office
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Ms. Shirely Muirhead
Landscape Designer
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Mr. Homer Russell
Deputy Director for
Urban Design and Development
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Mr. William Whitman
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

Mr. William Whitney
Assistant Deputy Director
for Development and Urban Design
Boston Redevelopment Authority
Boston City Hall
Boston, MA 02201

GOVERNMENT AGENCIES

Mr. Jean DeMonchaux
Massachusetts Institute of Technology
Dean of Architecture and Planning
77 Massachusetts Avenue
Building 7 -- Room 231
Cambridge, MA 02139

Mr. Frank Gens
Boston Water and Sewer Commission
10 Post Office Square
Boston, MA 02109

Dr. Alden Raine
Director
Governor's Office of Economic Development
The State House -- Room 1091C
Boston, MA 02133

Mr. James Reid
Inspectional Services Department
Boston City Hall -- Room 809
Boston, MA 02201

Mr. Robert T. Tierney
Massachusetts Department of
Public Works
Transportation Building
Ten Park Plaza -- Room 3170
Boston, MA 02116

BOSTON FIRE DEPARTMENT

Deputy Chief Paul Cook
Boston Fire Department
115 Southamptton Street
Boston, MA 02119

Commissioner Leo Stapleton
Boston Fire Department
115 Southamptton Street
Boston, MA 02119

MAYOR'S OFFICE

Mr. Bart Mitchell
Mayor's Advisor on Development
Boston City Hall
Boston, MA 02201

Mr. Robert Finneran
Liaison to the Mayor
Boston City Hall
5th Floor
Boston, MA 02201

PUBLIC FACILITIES COMMISSION

Mr. Joseph Delgado
26 Court Street
6th Floor
Boston, MA 02105

Mr. Raymond Dooley
26 Court Street
6th Floor
Boston, MA 02105

Mr. Joseph Fisher
26 Court Street
6th Floor
Boston, MA 02105

PUBLIC FACILITIES DEPARTMENT

Ms. Lisa Chapnick
Commissioner
Public Facilities Department
26 Court Street
Boston, MA 02108

Wendy Baruch
Public Facilities Department
26 Court Street
Boston, MA 02108

Mr. Leonard Jones
Public Facilities Department
26 Court Street
Boston, MA 02108

Mr. Robert Rush
Public Facilities Department
15 Beacon Street
Boston, MA 02108

Mr. Robert Stanton
Public Facilities Department
26 Court Street
Boston, MA 02108

Robert Welsh
Public Facilities Department
26 Court Street
Boston, MA 02108

REAL PROPERTY DEPARTMENT

Joyce Burrell
Real Property Department
Boston City Hall -- Room 811
Boston, MA 02201

Mr. James Robbins
Real Property Department
Boston City Hall -- Room 811
Boston, MA 02201

Commissioner Edward Roche
Real Property Department
Boston City Hall -- Room 811
Boston, MA 02201

Mr. Steve Whitkin
Real Property Department
Boston City Hall -- Room 811
Boston, MA 02201

Edwin Williams
Real Property Department
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Boston, MA

Mr. Christopher B. Fleming
St. James Properties
67 Batterymarch Avenue
Boston, MA 02110

Ms. Karen Forni
Property Manager
Claremont Financial Services
175 Federal Street -- 8th Floor
Boston, MA 02110

Mr. Robert Foxen
ERM Northeast
ERM McGlennon
283 Franklin Street
Boston, MA 02109

Mr. Michael Frigard
60 Batterymarch Avenue
9th Floor
Boston, MA 02110

Mr. William Franklin
60 Batterymarch Avenue
Suite 1210
Boston, MA 02110

Mr. Martin F. Galvin, Jr.
137 Pearl Street
Boston, MA 02109

Mr. Jon L. Ganger
60 Batterymarch Avenue
9th Floor
Boston, MA 02110

Mr. Sumner D. Goldberg, Esq.
60 Batterymarch Avenue
Suite 1128
Boston, MA 02110

Ms. Roz Gorin
Gorin/Himmel
175 Federal Street
Boston, MA 02105

Mr. Herbert L. Gove
60 Batterymarch Avenue
Suite 1210
Boston, MA 02110

Mr. Warren Greene
Purchase Realty Company
175 Purchase Street
Boston, MA 02110

Frank B. Hall International
60 Batterymarch Avenue
8th Floor
Boston, MA 02110

Mr. Joseph Hallinan
Supreme Council of the
Royal Arcanum
61 Batterymarch Avenue
Boston, MA 02110

Mr. Jack Halloran
Peabody Office Furniture
234 Congress Street
Boston, MA 02210

Mr. John R. Hammill
President
Shawmut Bank
One Federal Street
Boston, MA

Mr. Dev Hamlen
Hamlen Collier
10 Liberty Square
Boston, MA 02109

Harborista Associates
470 Atlantic Avenue
Boston, MA 02210

Harrington Insurance Agency
60 Batterymarch Avenue
Suite 105
Boston, MA 02110

Colby Hewitt
60 Batterymarch Avenue
9th Floor
Boston, MA 02110

Hexzalon Real Estate, Inc.
3525 Piedmont Road
Atlanta, GA 30305

Alfred Hook, et al
Elmcrest Drive
Melrose, MA 02176

Insurance Association Agencies
60 Batterymarch Avenue
Suite 800
Boston, MA 02110

J&J Custom Tailors
151 Pearl Street
Boston, MA 02109

Mr. George Jaques
200 High Street
3rd Floor
Boston, MA 02109

Mr. George Jatzman
Atlas Printing
127 Broad Street
Boston, MA 02109

Mr. Peter Johnson
Prep, Ltd.
190 High Street
Boston, MA 02109

Ms. Diane G. Kavanaugh, CPC
60 Batterymarch Avenue
Suite 1034
Boston, MA 02110

Mr William I. Kelly
283 Franklin Street
Boston, MA 02109

Mr. Charles Kenney
President
C.W. Whittier and Co.
133 Federal Street
Boston, MA

Ralph King Studio, Inc.
103 Broad Street
Boston, MA

Mr. John P. LaWare
Chairman and Chief Executive Officer
Shawmut Bank
One Federal Street
Boston, MA

Mr. William Leonard, Esq.
60 Batterymarch Avenue
Suite 1128
Boston, MA 02110

Leontire & Shub
60 Batterymarch Avenue
Suite 1212
Boston, MA 02110

Mr. Norman Leventhal
The Beacon Companies
One Post Office Square
Boston, MA 02109
(Rowes Wharf, Meridien Hotel)
(Friends of Post Office Square)

Mr. Cliff Long
60 Batterymarch Avenue
7th Floor
Boston, MA 02110

The Longview Group
151 Pearl Street
Boston, MA 02109

Mr. Peter Lund
60 Batterymarch Avenue
Suite 1214
Boston, MA 02110

Mr. Joseph N. Lyons
Lyons Cushing, Inc.
60 Batterymarch Avenue
8th Floor
Boston, MA 02110

Mr. Joseph E. MacBride
60 Batterymarch Avenue
8th Floor
Boston, MA 02110

Mr. Peter Madden
President
State Street Bank
225 Franklin Street
Boston, MA 02110

Mr. John Mannix
F.L. Mannix Co. Inc.
89 Broad Street
Boston, MA 02110

Martins Town House
137 Pearl Street
Boston, MA 02109

MHEW Printing Division
200 High Street
4th Floor
Boston, MA 02109

Moran Shipping Agency
141 Pearl Street
Boston, MA 02109

Moran Travel
60 Batterymarch Avenue
Boston, MA 02110

Mr. Frank Morris
President
Federal Reserve Bank
600 Atlantic Avenue
Boston, MA 02201

Mr. Don Morrissey
Claremont Financial Services
175 Federal Street -- 8th Floor
Boston, MA 02110

Mr. Robert Mudge
The Beacon Companies
One Post Office Square
Boston, MA 02109

Mr. Thomas Munell
Downer and Company, Inc.
125 Pearl Street
5th Floor
Boston, MA 02109

Mr John W. Murray
John W. Murray Company
133 Pearl Street
Boston, MA 02109

Mr. Antonio Natola, et al
149 Pearl Street
Boston, MA 02109

New England - Australian
Business Council
125 Pearl Street
2nd Floor
Boston, MA 02109

Mr. William F. Newal, Jr.
60 Batterymarch Avenue
9th Floor
Boston, MA 02110

Newbliss Management
190 High Street
Boston, MA 02109

Robert C. Nordblom Trust
50 Congress Street
Boston, MA 02109

Mr. James W. O'Brien
125 Pearl Street
2nd Floor
Boston, MA 02109

Mr. Bob Oliver
JMB Realty
1 Copley Place -- Suite 600
Boston, MA 02116

Mr. Bob Oliver
JMB Property Management
1 Copley Place -- Suite 60
Boston, MA

Ott, Richard & Sons
60 Batterymarch Avenue
Suite 1205
Boston, MA 02110

Mr. Lester Peabody
Peabody Office Furniture
234 Congress Street
Boston, MA 02210

Ralph King Studio, Inc.
103 Broad Street
Boston, MA 02109

Mr. Roger N. Pearse
60 Batterymarch Avenue
7th Floor
Boston, MA 02110

Mr. John B. Pepper
60 Batterymarch Avenue
8th Floor
Boston, MA 02110

Mr. Richard Petrini
D. Petrini Co. Inc.
281/283 Franklin Street
Boston, MA 02110

RBS, Inc.
60 Batterymarch Avenue
2nd Floor
Boston, MA 02110

Mr. Robert H. Reilly
125 Pearl Street
5th Floor
Boston, MA 02109

Mr. Walter Robb
Benchmark Associates
Boston Financial
283 Franklin Street
Boston, MA 02109

Mr. Daniel Rose
99 High Street
One Financial Place
Boston, MA

Schofield & Company
125 Pearl Street
2nd Floor
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Mr. Mark G. Shub
60 Batterymarch Avenue
Suite 1212
Boston, MA 02110

Mr. Edmund Sidman
The Beacon Companies
One Post Office Square
Boston, MA

Mr. Richard Simches
President
Congress Insurance
60 Batterymarch Avenue
2nd Floor
Boston, MA 02110

Sir Speedy
184 High Street
Boston, MA 02110

Dr. David M. Soll, O.D.
190 Pearl Street
Boston, MA 02109

Mr. Edward Strich
Ussher and Company
283 Franklin Street
Boston, MA 02109

Staefield Associates
125 Pearl Street
5th Floor
Boston, MA 02109

Mr. Charles H. Steeger
60 Batterymarch Avenue
8th Floor
Boston, MA 02110

Mr. Dean Steeger
B.R. Alexander & Company
60 Batterymarch Avenue
Boston, MA 02110

Mr. Ira Stepanian
President
Bank of Boston
100 Federal Street
Boston, MA 02109

Mr. Jack Stewart
Corning Capital Corporation
125 Pearl Street -- 4th Floor
Boston, MA 02109

Mr. Jim Stone
Hamlen Collier
10 Liberty Square
Boston, MA 02109

Robert M. Stone, Insurance
60 Battery March Avenue
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Mr. Michael Sucoff
Vice President
H.N. Gorin
75 Federal Street
Boston, MA 02105

Mr. James J. Sullivan
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Ms. Sandra Swartz, Esq.
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Eleanor Thanos Trusts
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225 Franklin Street
Boston, MA 02109

Ms. Barbara W. Thornton
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Tower Insurance
60 Battery March Avenue
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United States of America
408 Atlantic Avenue
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Mr. David Z. Webster
60 Battery March Avenue
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Boston, MA 02110

Mr. Robert Weinberg
The Beacon Companies
One Post Office Square
Boston, MA 02109

Wells, Fisher Associates
60 Batterymarch Avenue
7th Floor
Boston, MA 02110

Mr. J. Werby
200 High Street
Boston, MA 02109

Western Financial
67 Batterymarch Avenue
Boston, MA 02110

Mr. Richard E. Willey
60 Batterymarch Avenue
Suite 500
Boston, MA 02110

Mr. Charles A. Willgons
60 Batterymarch Avenue
7th Floor
Boston, MA 02110

Mr. Edward C. Williams
60 Batterymarch Avenue
3rd Floor
Boston, MA 02110

Ms. Jane H. Wyman
125 Pearl Street
4th Floor
Boston, MA 02109

Mr. Kenneth Zimble
Eleanor Thanos Trust
225 Franklin Street
Boston, MA 02110

UNIONS

Mr. John Flynn
International Vice President, IBEW
2nd Floor, Batterymarch Park
Quincy, MA 02169

Mr. Joseph Quilty
International Vice President
Ironworkers Union
P.O. Box 420
Reading, MA 01867

Mr. Andy Silins
Carpenters District Council of Boston and Vicinity
347 Congress Street
Boston, MA 02134

Mr. Richard Monahan
I.B.E.W.
21 Madeleine Street
Quincy, MA 02169

Mr. John McCreery
Painting and Decorating Contractors of Eastern Massachusetts
47 Radcliffe Road
Wellesley, MA 02181

Mr. Charles Spillane
Building and Construction Trades Council
8 Beacon Street
Boston, MA 02106

Mr. Joseph Negro
Building and Construction Trades Council
8 Beacon Street
Boston, MA 02106

Mr. Chuck Razzo
Building and Construction Trades Council
8 Beacon Street
Boston, MA 02106

Mr. Thomas Evers
Massachusetts Building Trades Council
9 Park Street, 5th Floor
Boston, MA 02108

Mr. Charles Raso
Business Manager
Bricklayers Union L.U. #3
550 Medford Street
Charlestown, MA 02129

Mr. Angelo Bounapane
Cement Masons L.U. #534
718 Huntington Avenue
Boston, MA 02115

Mr. Walter Ryan, Jr.
Engineers L.U. #4
120 Mt. Hope Street
Roslindale, MA 02131

Mr. James Farmer
Glaziers L.U. #1044
718 Huntington Avenue
Boston, MA 02115

Mr. Kevin L. Cotter
Business Manager
Plumbers and Gasfitters L.U. #12
1240 Massachusetts Avenue
Boston, MA 02125

Mr. Bob Fanning
Sheet Metal Workers L.U. #17
1157-1159 Adams Street
Dorchester, MA 02124

Mr. Charlie Bonfiglio
Laborers L.U. #151
238 Main Street
Cambridge, MA 02142

Mr. Nick Bonfiglio
Laborers L.U. #151
238 Main Street
Cambridge, MA 02142

Mr. Larry Larner
Laborers L.U. #1421
104 Charles Street
P.O. Box 770
Boston, MA 02114

Mr. Joseph Joyce
Executive Secretary/Treasurer
G.B. Labor Council
44 Bromfield Street
Boston, MA 02108

Father Edward Boyle
Labor Guild of the Archdiocese
761 Harrison Avenue
Boston, MA 02118

Mr. John Simmons
Secretary-Treasurer
Painters District Council 35
303 Freeport Street
Dorchester, MA 02122

Mr. Robert Banks
Business Agent
Iron Works Local #7
35 Travis Street
P.O. Box 210
Allston, MA 02134

Mr. Robert O'Toole
Business Agent
Pipefitters Local Union #537
10 High Street
Boston, MA 02110

Mr. John S. Laughlin
Assistant to the President
Massachusetts AFL-CIO
8 Beacon Street, 3rd Floor
Boston, MA 02108

Mr. Frank McGettigan
Business Representative
International Union of Elevator Constructors
Local Union #4
122 Quincy Shore Drive
North Quincy, MA 02171

Mr. John Hogan
Business Representative
Painters District Council #35
303 Freeport Street
Dorchester, MA 02122

Mr. Harvey J. Fleitman
Business Agent
Plumbers Local #12
1240 Massachusetts Avenue
Dorchester, MA 02125

Mr. James Naughton
Joint Apprentice and Training Committee
80 Crescent Avenue
Newton Center, MA 02159

Mr. William B. Keogh
Pipefitters Local #537
10 High Street, Room 532
Boston, MA 02110

ONE TWENTY FIVE HIGH STREET

List of Meetings with Interested Parties

MEETINGS PROPOSED

Organization

Key Contact

Firemen at Oliver Street

GOVERNMENT AGENCIES

Building Department

Mr. William Sommers

Inspectional Services
Department

Mr. James Reid

Board of Appeals

Richard Dennis, Sr.

Zoning Commission

Richard Fowler
Robert Marr
Edward Casey
Edward D'Agostino
Robert Fondren
Joseph Joyce
John McGrath
Jeanne O'Callahan
Anamaria Perez
Roslyn Watson
Martha Bernard

Public Improvements Commission

Mr. Joseph Cassazza

Massachusetts Aeronautics
Commission

Mr. Arnold Stymest

MEPA

Mr. Stephen Kaiser

Massachusetts Department of
Public Works

Mr. Robert Tierney

Hill & Barlow	Mr. Richard Rudman Mr. Carl Sapers
Ropes & Gray	Mr. Paul Perkins
Investors Mortgage Insurance	Mr. Guido Rothrauff, Jr.
Goldstein & Manello	Mr. Frederick Stimmel
Cynga Energy Services	Mr. Duke Oakes Mr. Bruce Hinkley
Commonwealth Publishing Co.	Mr. Dick Weiner
Health and Hospitals Department	

COMMUNITY GROUPS

Building Owners & Managers Association	Ms. Carolyn Sidor
---	-------------------

ONE TWENTY FIVE HIGH STREET

MEETINGS HELD

Organization

Key Contact

ELECTED OFFICIALS

Boston City Council	Honorable David Scondras
Boston City Council	Honorable Bruce Bolling
Boston City Council	Honorable James Kelley
Boston City Council	Honorable Thomas Menino
Boston City Council	Honorable Robert Travaglini
Boston City Council	Honorable Maura Hennigan
Boston City Council	Honorable James Byrne
Boston City Council	Honorable Charles Yancey
Boston City Council	Honorable Albert O'Neil
Boston City Council	Honorable Brian McLaughlin
Boston City Council	Honorable Michael McCormack
Boston City Council	Honorable Christopher Iannela
Boston City Council	Honorable Joseph Tierney
Massachusetts House of Representatives	Honorable Salvatore DiMasi
Massachusetts Senate	Honorable William Bulger
Congressman Joseph Moakley	Mr. Fred Clarke
Senator Edward M. Kennedy	Ms. Elizabeth Phillips
Senator John F. Kerry	Ms. Patricia Foley

GOVERNMENT AGENCIES

Massachusetts Office of Transportation & Construction	Mr. Matthew Coogan
Boston Fire Department	Deputy Chief Paul Cook
Public Facilities Department	Ms. Lisa Chapnick Mr. Robert Stanton Ms. Wendy Baruch
Real Property Department	Mr. Edward Roche Mr. Steve Whitkin Mr. Jim Robbins Ms. Joyce Burrell
Boston Civic Design Commission	Mr. Jean DeMonchaux
Boston Air Pollution Control Commission	Ms. Denise Breiteneicher
Traffic & Parking Department	Commissioner Richard Dimino
Mayor's Liaison to the Boston City Council	Mr. Robert Finneran
Mayor's Office of Development	Mr. Bart Mitchell
Mayor's Liaison to the Unions	Ms. Joanne Troy
Mayor's Office of Jobs & Community Services	Ms. Kristen McCormack Ms. Anne Donner
Massachusetts Office of Environmental Affairs	Ms. Nancy Baker
Governor's Office of Economic Development	Dr. Alden Raine
Zoning Commission	Mr. Joseph Joyce
Department of Environmental Quality Engineering	Mr. Michael Sherer Mr. Jerome Graf
Massachusetts Historical Commission	Honorable Michael Joseph Connolly
Boston Water & Sewer Commission	Mr. Frank Gens

Boston Landmarks Commission	Ms. Judith McDonough Ms. Pauline Chase Harrell
-----------------------------	---

Boston Redevelopment Authority	Ms. Patricia Todisco Ms. Barbara Fields Mr. Dick Mertens Ms. Shirley Muirhead Mr. Robert Kroin Mr. Paul McCann Mr. William Whitman Mr. William Whitney
--------------------------------	---

CARAVAN	Ms. Carolyn DiMambro
---------	----------------------

COMMUNITY GROUPS

Downtown Crossing Association	Ms. Bethany Kendall
Boston Preservation Alliance	Ms. Susan Park Ms. Tony Pollack
Boston Society of Architects	Mr. Larry Bluestone
Copley Real Estate Advisors	Mr. Michael H. Harrity
Boston Chamber of Commerce	Ms. Simone Auster

NEIGHBORS

99 High Street/One Financial Place	Mr. Daniel Rose
State Street Bank	Mr. William Edgerly
Hamlen Collier & Co.	Mr. James Stone
Chadwick Buildings Co. Bay Group	Mr. Robert Yelton
Corning Capital Corporation	Mr. Jack Stewart Mr. Nate Corning
Peabody Office Furniture	Mr. Jack Halloran
Congress Group, Inc.	Mr. Edward Barry
Beacon Companies	Mr. Gregory Alexander

Massachusetts Bay Transit
Authority

Mr. Timothy Gens

Rowes Wharf

Mr. Robert Mudge
Mr. Joseph Breiteneicher

Claremont Financial Services
(126 High Street)

Mr. Steve Brodsky

H.N. Gorin

Mr. Michael Sucoff

Hexalon Real Estate, Inc.

Mr. James Carme

Seventy-six Batterymarch

Ms. Christine Black

International Place

Mr. Peter Berg

Federal Reserve Bank

Mr. Richard Walker

H.J. Davis Development Corp.
(200 High Street)

Mr. Jonathan Davis

JMB Property Management

Mr. Bob Oliver

Usher & Company

Mr. Ed Stritch

137 Pearl Street

Mr. Martin Galvin
Mr. Michael Bellefetto

James Hook & Company

Mr. George P. Lynch

Barrister Pub

Mr. Edward Butler

MEDIA

Boston Globe

Mr. Bruce Davidson
Mr. Martin Nolan
Ms. Chris Black

Boston Herald

Mr. Joseph Barnes
Ms. Sheely Cohen

UNIONS

IBEW

Mr. John Flynn

IBEW

Mr. Richard Monahan

Ironworkers Union	Mr. Joseph Quilty
Carpenters District Council of Boston and Vicinity	Mr. Andy Silins
Painting and Decorating Contractors of Eastern Massachusetts	Mr. John McCreery
Building and Construction Trades Council	Mr. Charles Spillane Mr. Joseph Niegro Mr. Chuck Razzo
Massachusetts Building Trades Council	Mr. Thomas Evers
Bricklayer Union L.U. #3	Mr. Charles Raso
Cement Masons L.U. #534	Mr. Angelo Bounapane
Engineers L.U. #4	Mr. Walter Ryan, Jr.
Glaziers L.U. #1044	Mr. Jimmy Farmer
Plumbers and Gasfitters L.U. #12	Mr. Kevin L. Cotter
Sheet Metal Workers L.U. #17	Mr. Bob Fanning
Laborers L.U. #151	Mr. Charlie Bonfiglio Mr. Nick Bonfiglio
Laborers L.U. #1421	Mr. Larry Larner
G.B. Labor Council	Mr. Joseph Joyce
Labor Guild of the Archdiocese	Father Edward Boyle
Painters District Council 35	Mr. John Simmons Mr. John Hogan
Iron Works Local #7	Mr. Robert Banks
Pipefitters Local Union #537	Mr. Robert O'Toole
Electrical Workers Local 103 of Greater Boston	Mr. Leo Purcell, Jr.

Massachusetts AFL-CIO	Mr. John S. Laughlin
International Union of Elevator Constructors	Mr. Frank McGettigan
Plumbers Local #12	Mr. Harvey J. Fleitman
Joint Apprentice and Training Committee	Mr. James Naughton
Pipefitters Local #537	Mr. William B. Keogh

CONTACTED BUT EXPRESSED NO INTEREST OR BREIFING NOT NECESSARY

Energy Planning, Inc.

Benchmark Associates/ Boston Financial	Mr. Walter Robb
470 Atlantic Ave. Management	Ms. Laura Caron
Richard Petrini Trusts	Mr. Richard Petrini
ERM - Northeast/McGlennon Associates	Mr. Robert Foxen
Massachusetts Environmental Affairs	Secretary James Hoyte
MWRA	Ms. Katina Belezos
Metropolitan Area Planning Council	Mr. David Sole
Leather District Association	Ms. Andrea Leers
Eleanor Thanos Trust	Mr. Kenneth Zimble
283 Franklin Street	Mr. William I. Kelly
126 High Street	Mr. Fred Dellorfano
United States of America	

Cumberland Investment Corp.	Mr. Hal Chorney
Charles River Ventures	Mr. Wilcox
Western Financial	
Mr. A. DeMiranda	
Carton Associates	Mr. Carton
Herbert Gove	
Leontire & Shub	
Ott, Richard & Sons	Mrs. Emerson
Sandra Swartz	Ms. Swartz



ONE TWENTY FIVE HIGH STREET

List of Project Consultants

Attorney for
Developer:

Hale and Dorr
60 State Street
Boston, Massachusetts 02109
Telephone: 617 742-9100
Designated Contact: John D. Hamilton, Jr.

Architect:

Jung/Brannen Associates, Inc.
177 Milk Street
Boston, Massachusetts 02109
Telephone: 617 482-2299
Designated Contact: Neil B. Middleton

Environmental
Consultant:

HMM Associates, Inc.
336 Baker Avenue
Concord, Massachusetts 01742
Telephone: 617 371-1692
Designated Contact: Margaret B. Briggs

Traffic
Consultant:

Vanasse/Hangen, Inc.
60 Birmingham Parkway
Boston, Massachusetts 02135
Telephone: 617 783-7000
Designated Contact: David A. Bohn

Construction
Consultant:

Morse/Diesel, Inc.
286 Congress Street, 5th Floor
Boston, Massachusetts 02210
Telephone: 617 426-2465
Designated Contact: Edward C. Collins

Mechanical
Engineers
(for
Building 1
only):

Richard J. Comeau Engineers, Inc.
P.O. Box 69
34 West Road
Orleans, Massachusetts 02653
Telephone: 617 255-7481
Designated Contact: Richard J. Comeau

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Electrical
Engineers
(for
Building 1
only):

Johnson and Stover, Inc.
1256 Park Street
Stoughton, Massachusetts 02072
Telephone: 617 559-1700
Designated Contact: James Stover

Mechanical/
Electrical
Engineers (for
Buildings 2
and 3 only):

Cosentini Associates
44 Brattle Street
Cambridge, Massachusetts 02138
Telephone: 617 876-3830
Designated Contact: Richard Leber

Structural
Engineers:

LeMessurier Consultants, Inc.
1033 Massachusetts Avenue
Cambridge, Massachusetts 02138
Telephone: 617 868-1200
Designated Contact: William LeMessurier

Elevator
Consultant:

John A. VanDeusen & Assoc. Inc.
100 West Mt. Pleasant Avenue
Livingston, New Jersey 07039
Telephone: 201 994-9220
Designated Contact: John A. VanDeusen

Surveyor:

Gunther Engineering
263 Summer Street
Boston, Massachusetts 02210
Telephone: 617 423-3313
Designated Contact: Gunther Greulich

Soils
Consultant:

Haley & Aldrich
238 Main Street
Cambridge, Massachusetts 02139
Telephone: 617 492-6460
Designated Contact: Dr. Tom Liu

Wind
Consultant: University of Western Ontario
Boundary Layer Wind Tunnel Lab
London, Ontario, Canada
Telephone: 519 679-3338
Designated Contact: David Surry

Cost
Estimating/
Construction
Advisors: Morse/Diesel Inc.
286 Congress Street
Boston, Massachusetts 02210
Telephone: 617 426-2465
Designated Contact: Joel Wolk

Government and
Community
Relations: Northeast Management & Marketing Company
One Boston Place, Suite 3400
Boston, Massachusetts 02108
Telephone: 617 523-5115
Designated Contact: Pamela G. McDermott

The developer of One Twenty Five High Street reserves the
right to change consultants at its sole discretion.



ONE TWENTY FIVE HIGH STREET

Description of the Site

Certain parcels of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street, Oliver Street, Purchase Street and Pearl Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at the easterly intersection of High Street and Pearl Street, said corner being the westerly corner of said parcels; thence running

N 38-04-39 E	149.89 feet to a point; thence turning and running
N 36-07-35 E	51.01 feet to a point; thence turning and running
N 36-06-59 E	in two courses measuring 69.22 feet and 10.00 feet to a point, said last four courses being by the southeasterly sideline of High Street; thence turning and running
N 39-24-16 E	17.50 feet to a point of curvature; thence running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running
S 44-55-25 E	in two courses measuring 22.36 feet and 311.07 feet by the southwesterly sideline of Oliver Street to a point; thence turning and running
S 50-43-21 W	137.41 feet to a point; thence turning and running
S 50-43-35 W	50.08 feet to a point; thence turning and running

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S 54-48-04 W 182.87 feet to a point, said last three courses being by the northwesterly sideline of Purchase Street; thence turning and running

N 35-23-51 W 271.99 feet by the northeasterly sideline of Pearl Street to the point of beginning.

Containing 109,135 square feet, more or less.

Together with such other adjacent land located at the intersection of High Street and Oliver Street as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

A portion of said parcel is registered land, being described in Certificate of Title No. 25747 in the Suffolk Registry District, therein bounded and described as follows:

SOUTHEASTERLY by Purchase Street, thirty-three and 13/100 (33.13) feet;

SOUTHWESTERLY by land formerly of J. Harris Niles, the line running through the middle of a party wall, forty-nine and 69/100 (49.69) feet;

SOUTHEASTERLY by the same, one and 21/100 (1.21) feet;

SOUTHWESTERLY still by said Niles land, the line running through the middle of a party wall, fifty and 40/100 (50.40) feet;

NORTHWESTERLY eighty-three hundredths of a foot; and

SOUTHWESTERLY six and 66/100 (6.66) feet still by said Niles land;

NORTHWESTERLY by the southeasterly line of Hartford Place, nineteen and 60/100 (19.60) feet; and

NORTHEASTERLY by the southwesterly line of Hartford Street, one hundred seven and 23/100 (107.23) feet.

All of the boundaries of said registered land are determined by the Land Court to be located as shown on a plan drawn by Aspinwall and Lincoln, Civil Engineers, dated January 22, 1915, as approved by the Court, filed in the Land Registration Office as Plan No. 5341-A, a copy of a portion of which is filed with Certificate of Title No. 8290.



DEVELOPMENT IMPACT PROJECT AGREEMENT
INCLUDING PROVISIONS FOR THE JOBS CONTRIBUTION GRANT
FOR PLANNED DEVELOPMENT AREA NO. ____
ONE TWENTY FIVE HIGH STREET

AGREEMENT made as of _____, 1987 between the BOSTON REDEVELOPMENT AUTHORITY (hereinafter "Authority"), acting on its own behalf and as escrow agent for the Neighborhood Jobs Trust, as contemplated by Article 26B of the Boston Zoning Code and hereafter to be created (hereinafter "Jobs Trust"), and THE PROSPECT COMPANY, a Delaware corporation (hereinafter "Prospect"), on behalf of One Twenty Five High Street Limited Partnership, a limited partnership to be formed under the laws of the Commonwealth of Massachusetts by Prospect, New England Telephone and Telegraph Company, a New York corporation, and Spaulding and Slye Company, a Massachusetts limited partnership, with an address at c/o Spaulding and Slye Company, 150 CambridgePark Drive, Cambridge, Massachusetts 02140, and its successors, assigns and legal representatives (hereinafter "Applicant"); the Authority and the Applicant, collectively, shall be referred to herein as the parties;

WHEREAS, the Applicant proposes to construct a mixed-use development consisting of office and retail space and parking, including renovation of three (3) existing four- to six-story buildings, with a portion along Purchase Street housing the

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proposed new City of Boston ambulance facility (collectively referred to hereinafter as "Building 1"), construction of a new 30-story building and of an infill base typically five stories in height, with the portion along Purchase Street rising from five to nine stories and housing, in a part thereof, the proposed new City of Boston fire station (collectively referred to hereinafter as "Building 2"), construction of a new 21-story building (hereinafter "Building 3") and other site improvements (hereinafter collectively referred to as the "Project");

WHEREAS, the Project site is comprised of approximately 109,135 square feet of land bounded by High Street, Oliver Street, Purchase Street and Pearl Street and more particularly described on Exhibit A attached hereto (hereinafter "Site");

WHEREAS, the Site includes a parcel on which the Fort Hill Fire Station is located containing approximately 19,069 square feet of land and a vacant parcel containing approximately 1,822 square feet of land presently owned by the City of Boston (hereinafter "City Parcels");

WHEREAS, the Project constitutes a Development Impact Project as defined in Section 26A-2(1) of Article 26A of the Boston Zoning Code and Section 26B-2(1) of Article 26B of the Boston Zoning Code; and

WHEREAS, The Neighborhood Housing Trust (the "Housing Trust") referred to in Article 26A of the Boston Zoning Code has been

created by Declaration of Trust dated November 19, 1985, pursuant to an Ordinance Establishing The Neighborhood Housing Trust passed by the City Council on May 21, 1986 and approved by the Mayor on June 6, 1986, and the Jobs Trust referred to in Article 26B of the Boston Zoning Code has not yet been created.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

ARTICLE 1. DEVELOPMENT IMPACT PROJECT PLAN

1.1 Development Impact Project Plan. The parties hereby acknowledge that the Applicant submitted to the Authority a Development Plan and Development Impact Project Plan for the Project (hereinafter "Plan"), a copy of which is attached hereto as Exhibit B and hereby incorporated by reference, as required by Section 26A-3 of Article 26A of the Boston Zoning Code and after a public hearing held on _____, 1987, notice of which was published in The Boston Herald on _____, 1987, the Authority approved the Plan on _____, 1987. The Applicant hereby agrees to proceed with the Project in accordance with the Plan.

ARTICLE 2. LINKAGE PAYMENT

2.1 Linkage Payment. The Applicant shall be responsible, in accordance with the terms of this Agreement, for a Development

Impact Project Contribution (hereinafter "Linkage Payment") as such term is defined in Section 26A-2(3) of Article 26A of the Boston Zoning Code, in the amount as calculated and set forth in 2.4 of this Agreement. The Applicant may, at its option, satisfy its obligation for the Linkage Payment, in whole or in part, by contributing to the creation of housing units for occupancy exclusively by low and moderate income residents of the City of Boston, as described in 2.2 of this Agreement (hereinafter "Housing Creation Option"), or by payments made in accordance with 2.3 of this Agreement (hereinafter "Housing Payment Option").

2.2 Housing Creation Option. If the Applicant shall elect to contribute to the creation of housing units for occupancy exclusively by low and moderate income residents of the City of Boston in order to satisfy its obligation for all or a part of the Linkage Payment, the Applicant shall submit a proposal in writing to the Authority on or before the Payment Date, as that term is defined in 2.6 of this Agreement. The proposal shall be subject to the approval by the Authority.

2.3 Housing Payment Option. If the Applicant shall elect to contribute money payments under the Housing Payment Option in satisfaction of its obligation for all or a part of the Linkage Payment, said payments shall be paid to the Collector-Treasurer of the City of Boston as custodian pending acceptance of such payments for the Housing Trust by the City. The payments shall be

Impact Project Contribution (hereinafter "Linkage Payment") as such term is defined in Section 26A-2(3) of Article 26A of the Boston Zoning Code, in the amount as calculated and set forth in 2.4 of this Agreement. The Applicant may, at its option, satisfy its obligation for the Linkage Payment, in whole or in part, by contributing to the creation of housing units for occupancy exclusively by low and moderate income residents of the City of Boston, as described in 2.2 of this Agreement (hereinafter "Housing Creation Option"), or by payments made in accordance with 2.3 of this Agreement (hereinafter "Housing Payment Option").

2.2 Housing Creation Option. If the Applicant shall elect to contribute to the creation of housing units for occupancy exclusively by low and moderate income residents of the City of Boston in order to satisfy its obligation for all or a part of the Linkage Payment, the Applicant shall submit a proposal in writing to the Authority on or before the Payment Date, as that term is defined in 2.6 of this Agreement. The proposal shall be subject to the approval by the Authority.

2.3 Housing Payment Option. If the Applicant shall elect to contribute money payments under the Housing Payment Option in satisfaction of its obligation for all or a part of the Linkage Payment, said payments shall be paid to the Collector-Treasurer of the City of Boston as custodian pending acceptance of such payments for the Housing Trust by the City. The payments shall be

made in seven (7) equal annual installments. The Authority hereby agrees that delivery of such payments to the Collector-Treasurer constitutes full satisfaction of the Applicant's obligation to make such payments.

The first installment of the Linkage Payment shall be due and payable on the Payment Date and subsequent installments shall be due and payable without interest on the following six (6) anniversary dates of the Payment Date.

2.4 Calculation of Linkage Payment. The parties hereby acknowledge that the Project will include certain uses enumerated in Table D of Article 26A of the Boston Zoning Code as in existence on the date hereof (hereinafter "Table D Uses"), including, without limitation, office and retail uses. The Project will be developed in a single, continuous, sequential phase pursuant to the Plan. It is anticipated that a building permit for Buildings 1, 2 and 3 will be issued in the spring of 1988. Although it is anticipated that the gross floor area of the Project calculated in accordance with the Boston Zoning Code and devoted to one or more Table D Uses in the aggregate will exceed one hundred thousand (100,000) square feet, the exact gross floor areas of the Buildings to be devoted to such uses have not been finally established. However, based upon the schematic drawings for the Project approved with the Plan, said gross floor areas devoted to such uses will approximate a total of 1,375,385 square

feet, including 41,165 square feet in Building 1, 879,874 square feet in Building 2 and 454,346 square feet in Building 3. The total amount of the Linkage Payment, calculated at the rate of \$5.00 for each square foot of gross floor area in excess of one hundred thousand (100,000) square feet devoted to one or more Table D uses, will approximate a total of \$6,376,925. The parties hereby agree that, in calculating the Linkage Payment, 41,165 square feet of the one hundred thousand (100,000) gross square foot exemption is to be applied against the gross floor area to be devoted to Table D Uses included in Building 1, and the balance of 58,835 square feet against said gross floor area in Building 2. Therefore, no Linkage Payment is due with respect to Building 1. The parties hereby further agree that \$4,105,195 is allocable to Building 2 and the balance of \$2,271,730 is allocable to Building 3.

The parties hereby acknowledge that the amount of the Linkage Payment as calculated above is based upon gross floor areas as estimated in the Plan. If the gross floor area, as defined in Section 2-1(21) of Article 2 of the Boston Zoning Code and as certified by the Project Architect (as identified in the Plan), for any of the Buildings differs from the above-stated estimate, the Applicant shall adjust the amount of the Linkage Payment in accordance with Article 26A of the Boston Zoning Code to reflect the change in gross floor area.

2.5 Recalculation. The Authority hereby agrees that, subject to the recalculation provisions contained in 2.4 of this Agreement, any change in the formula (amount or rate of payment) for the calculation of the Linkage Payment as set forth in Section 26A-3(2) of Article 26A of the Boston Zoning Code and otherwise, or any change in the definition of "gross floor area" in Section 2-1(21) of Article 2 of the Boston Zoning Code after December 5, 1986, shall not in any way increase the Linkage Payment determined in accordance with 2.4 of this Agreement.

2.6 Linkage Payment Date. Because the Applicant anticipates that one building permit may be issued for Buildings 1, 2 and 3, the Payment Date shall be the date of the granting of a building permit for the entirety of Buildings 1, 2 and 3. In the event separate building permits are issued for the Buildings, the Payment Date for each of the Buildings shall be the date of the granting of a building permit for the entirety of the applicable Building.

2.7 Non-Accrual of Linkage Payment. If a building permit is not granted for any of the Buildings, or part thereof, or if construction of any of the Buildings, or part thereof, is abandoned after a building permit is obtained and prior to the commencement of substantial construction thereof, or if a building permit for any of the Buildings, or part thereof, is revoked or lapses and is not renewed, then the Applicant shall have no

responsibility for the Linkage Payment with respect to such Building or part thereof, and any portion of the Linkage Payment previously paid by the Applicant with respect to any such Building or part thereof shall be promptly reimbursed to the Applicant.

2.8 Credit Towards Linkage Payment. If the City of Boston should hereafter impose, assess, or levy any excise or tax upon the Project, the proceeds of which are dedicated, in whole or in part, to the establishment of a fund for the purposes substantially the same as the purposes recited in Section 26A-1 of Article 26A of the Boston Zoning Code, amounts payable hereunder by the Applicant shall be credited against such excise or tax; provided, however, that if such crediting shall not be legally permissible to satisfy payment of such tax or excise, the obligations of the Applicant hereunder shall, to the extent of the amount of such tax or excise, thereupon cease and be of no further force and effect.

ARTICLE 3. JOBS CONTRIBUTION GRANT

3.1 Jobs Payment. The Applicant shall be responsible, in accordance with the terms of this Agreement, for a Jobs Contribution Grant (hereinafter "Jobs Payment") as such term is defined in Section 26B-2(3) of Article 26B of the Boston Zoning Code, in the amount as calculated and set forth herein. The Jobs Payment shall be made to the Collector-Treasurer of the City of

Boston as custodian, pending acceptance of such payments for the Jobs Trust by the City. The Authority hereby agrees that delivery of such payments to the Collector-Treasurer constitutes full satisfaction of the Applicant's obligation to make such payments. The parties hereby acknowledge that the Project will include certain uses enumerated in Table E of Section 26B-3 of Article 26B of the Boston Zoning Code as in existence on the date hereof (hereinafter "Table E Uses"), including, without limitation, office and retail uses. Although it is anticipated that the gross floor area of the Project calculated in accordance with the Boston Zoning Code and devoted to one or more Table E Uses in the aggregate will exceed one hundred thousand (100,000) square feet, the exact gross floor areas of the Buildings to be devoted to such uses have not been finally established. However, based upon the schematic drawings for the Project approved with the Plan, the gross floor areas devoted to such uses will approximate a total of 1,375,385 square feet, including 41,165 square feet in Building 1, 879,874 square feet in Building 2 and 454,346 square feet in Building 3. The total amount of the Jobs Payment, calculated at the rate of \$1.00 for each square foot of gross floor area in excess of one hundred thousand (100,000) square feet devoted to one or more Table E uses, will approximate a total of 1,275,385. The parties hereby agree that, in calculating the Jobs Payment, 41,165 square feet of the one hundred thousand (100,000) gross

square foot exemption is to be applied against the gross floor area to be devoted to Table E Uses included in Building 1, and the balance of 58,835 square feet against said gross floor area in Building 2. Therefore, no Jobs Payment is due with respect to Building 1. The parties hereby further agree that \$821,039 is allocable to Building 2 and the balance of \$454,346 is allocable to Building 3.

The parties hereby acknowledge that the amount of the Jobs Payment as calculated above is based upon gross floor areas as estimated in the Plan. If the gross floor area, as defined in Section 2-1(21) of Article 2 of the Boston Zoning Code and as certified by the Project Architect (as identified in the Plan), for any of the Buildings differs from the above-stated estimate, the Applicant shall adjust the amount of the Jobs Payment in accordance with Article 26B of the Boston Zoning Code to reflect the change in gross floor area.

3.2 Recalculation. The Authority hereby agrees that, subject to the final calculation provisions contained in 3.1 of this Agreement, any change in the formula (amount or rate of payment) for the calculation of the Jobs Payment as set forth in Section 26B-3(1) of Article 26B of the Boston Zoning Code and otherwise, or any change in the definition of "gross floor area" in Section 2-1(21) of Article 2 of the Boston Zoning Code after

December 5, 1986, shall not in any way increase the Jobs Payment determined in accordance with 3.1 of this Agreement.

3.3 Jobs Payment Date. The Jobs Payment shall be made in two (2) equal annual installments. Because the Applicant anticipates that one building permit may be issued for Buildings 1, 2 and 3, the first installment of the Jobs Payment shall be due and payable upon the date of issuance of a building permit for the entirety of Buildings 1, 2 and 3. In the event separate building permits are issued for the Buildings, the first installment of the Jobs Payment for each Building shall be due and payable upon the date of issuance of a building permit for the entirety of the applicable Building. The remaining installment, in each instance, shall be due and payable without interest on the anniversary of the first payment.

3.4 Non-Accrual of Jobs Payment. If a building permit is not granted for any of the Buildings, or part thereof, or if construction of any of the Buildings, or part thereof, is abandoned after a building permit is obtained and prior to the commencement of substantial construction thereof, or if a building permit for any of the Buildings, or part thereof, is revoked or lapses and is not renewed, then the Applicant shall have no responsibility for the Jobs Payment with respect to such Building or part thereof, and any portion of the Jobs Payment previously

paid by the Applicant with respect to any such Building or part thereof shall be promptly reimbursed to the Applicant.

3.5 Credit Toward Jobs Payment. If the City of Boston should hereafter impose, assess, or levy any excise or tax upon the Project, the proceeds of which are dedicated, in whole or in part, to the establishment of a fund for purposes substantially the same as the purposes recited in Section 26B-1 of Article 26B of the Boston Zoning Code, amounts payable hereunder by the Applicant shall be credited against such excise or tax; provided, however, that if such crediting shall not be legally permissible to satisfy payment of such tax or excise, the obligations of the Applicant hereunder shall, to the extent of the amount of such tax or excise, thereupon cease and be of no further force and effect.

ARTICLE 4. RESIDENT CONSTRUCTION EMPLOYMENT PLAN

4.1 Boston Residents Construction Employment Standards. The Applicant has submitted the Boston Residents Construction Employment Plan to the Authority, a copy of which is attached hereto as Exhibit C, which sets forth in detail the Applicant's plans to ensure that its general contractor, and those engaged by said general contractor for construction of the Project on a craft by craft basis, meet the following Boston Residents Construction Employment Standards: (1) at least fifty (50) percent of the total employee workerhours in each trade shall be by bona fide

Boston residents; (2) at least twenty-five (25) percent of the total employee workerhours in each trade shall be by minorities; and (3) at least ten (10) percent of the total employee workerhours in each trade shall be by women. Said plan includes provisions for monitoring, compliance and sanctions. The Authority hereby agrees that any increases in the percentages described above or any changes which serve to broaden the definition of "Boston Resident" or "Minority" as set forth in the Boston Residents Jobs Policy established by the Ordinance establishing the Boston Employment Commission which was approved by the Mayor on August 12, 1986 shall not be applicable to the Project.

4.2 Workerhours Defined. For purposes of this Article, workerhours shall include, without limitation, on-the-job training and apprenticeship positions.

ARTICLE 5. VOLUNTARY EMPLOYMENT PLAN.

5.1 Voluntary Employment Plan. The Applicant has submitted the Voluntary Employment Plan to the Authority, a copy of which is attached hereto as Exhibit D, which provides for the Applicant's good faith efforts to achieve a goal that fifty (50) percent of the permanent employment opportunities created by the Project shall be made available to Boston residents.

ARTICLE 6. LIABILITY.

6.1 Scope of Applicant's Liability. Subject to the provisions contained in 7.6 of this Agreement, the Authority agrees to look solely to the interests of the Applicant or its successors or assigns (including, without limitation, mortgagees) from time to time in each Building that is subject to this Agreement for any claim against the Applicant or its successors or assigns (including, without limitation, mortgagees) arising under this Agreement in connection with such individual Building. Furthermore, but without limiting the foregoing, liability arising under this Agreement in connection with a particular Building shall be limited to the interest of the Applicant or its successors or assigns (including, without limitation, mortgagees) in such Building. In illustration, but not in limitation of the foregoing, if separate successors to the Applicant (including, without limitation, mortgagees) each own one of the Buildings, then the owner of one Building shall have no liability for the Linkage Payment or Jobs Payment allocable to the other Buildings and vice versa. No holder of a mortgage on any or all of the Buildings shall be liable to perform, or be liable in damages for failure to perform, any of the obligations of the Applicant hereunder unless and until such holder acquires title to the applicable Building by foreclosure or deed in lieu of foreclosure.

6.2 Personal Liability. Subject to the provisions contained in 7.6 of this Agreement, neither the Applicant nor any trustee, beneficiary, partner, stockholder, manager, officer, director, agent or employee of the Applicant or its successors and assigns (including, without limitation, mortgagees) shall be personally or individually liable under this Agreement, nor shall it or they be answerable or liable beyond the extent of its or their interest in the applicable Building.

ARTICLE 7. MISCELLANEOUS PROVISIONS.

7.1 Amendments; Law to be Applied. If the parties hereto agree hereafter to amend this Agreement, such amendment shall be in writing and executed by the parties hereto except as otherwise provided herein. This Agreement shall be governed by the laws of the Commonwealth of Massachusetts, and sets forth the entire agreement between the parties. This Agreement is binding and enforceable under contract law upon, and inures to the benefit of, the parties, their successors, assigns, and legal representatives (including, without limitation, any successor owner or owners of the improvements), the Housing Trust and the Jobs Trust as successor to the Authority as and when the Jobs Trust shall be established, and shall not be affected by any subsequent amendment or repeal of Article 26A or Article 26B of the Boston Zoning Code

or court decision having the effect of an amendment or repeal of Article 26A or Article 26B of the Boston Zoning Code.

7.2 Capitalized Terms. The capitalized terms used herein without definition shall have the meanings ascribed in Article 2 or Article 26A or Article 26B of the Boston Zoning Code as in existence on the date hereof, unless otherwise provided.

7.3 Compliance with Development Impact Project Plan. The Authority hereby acknowledges approval of the Plan, as voted by the Authority on _____. The Applicant hereby agrees to proceed with the Project in accordance with the Plan.

7.4 Knowledge of Laws. Applicant shall keep itself fully informed of all votes of the Authority, City ordinances, executive orders, and regulations, and state and federal law which in any manner affect the provisions of this Agreement. Applicant shall at all times observe and comply with said votes, ordinances, executive orders, regulations or laws in effect on the date hereof, and shall protect and indemnify the City of Boston and the Authority, its officers, agents and employees against any claim or liability arising from or based upon the violations of such ordinances, executive orders, regulations or laws in effect on the date hereof, caused by any negligent act or omission of the Applicant, its agents or employees.

7.5 Notice. All notices and other communications under this Agreement must be in writing and mailed by certified or

registered mail, return receipt requested, to the parties at the following addresses:

Authority: Boston Redevelopment Authority
Director's Office
City Hall Square
Boston, MA 02201

With copies to:

Boston Redevelopment Authority
Chief General Counsel
City Hall Square
Boston, MA 02201

Applicant: The Prospect Company
c/o Spaulding and Slye Company
150 CambridgePark Drive
Cambridge, MA 02140
Attention: Peter M. Small
President

With copies to:

Hale and Dorr
60 State Street
Boston, MA 02109
Attention: John D. Hamilton, Jr., Esq.

The Prospect Company
201 North Union Street, Suite 350
Alexandria, VA 22314
Attention: Joseph W. Sprouls, Esq.
Regional Counsel

The Prospect Company
One Tower Square
Hartford, CT 06183
Attention: Brian K. Gabriel
Vice President

7.6 Record Notice of Agreement. The Applicant shall, if permitted, record at the Suffolk County Registry of Deeds, a notice of this Agreement. Failure of the Applicant to comply with

this section of this Agreement shall render ineffective the provisions contained in Article 6 hereof, unless said notice includes an extension of time by the Authority of the deadline for recording such notice. The Authority hereby agrees to assist the Applicant in obtaining from the Collector-Treasurer, upon the satisfaction by the Applicant of its obligations under the Linkage Payment and Jobs Payment, within 10 business days after request by the Applicant, a certification, in recordable form, that said Linkage Payment or Jobs Payment, or both, as the case may be, has been satisfied by the Applicant and that the Applicant has no further liability for such Linkage Payment or Jobs Payment.

7.7 Satisfaction of Development Impact Project Requirements. The Authority hereby acknowledges that, by executing this Agreement, the Applicant has satisfied the requirements of Section 26A-3(2) of Article 26A and Section 26B-3(1) of Article 26B of the Boston Zoning Code insofar as satisfaction of the requirements of those Sections are a precondition to the granting, allowing, or adopting of a variance, conditional use permit, exception, or zoning map or text amendment with respect to the Applicant's development of the Site.

7.8 Satisfaction of Boston Residents Jobs Policy. The Authority hereby acknowledges that, by executing this Agreement, the Boston Residents Construction Employment Plan attached hereto as Exhibit C satisfies the requirements of the Boston Residents

Jobs Policy established by Chapter 30 of the Ordinances of 1983 and the Mayor's Executive Order Extending the Boston Residents Jobs Policy dated July 12, 1985.

7.9 Titles. The captions of this Agreement, its articles and sections throughout this document are intended solely to facilitate reading and referencing its provisions. Such captions shall not affect the meaning or interpretation of this Agreement.

7.10 Transfer of Interest. Rights and interests accorded by this Agreement shall not be assigned, delegated, subcontracted or in any way transferred by Applicant without prior written notice to the Authority.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be executed in their behalf by their respective officers thereunto duly authorized as of the day and year first above set forth.

Approved as to Form:

BOSTON REDEVELOPMENT AUTHORITY

Robert F. McNeil
Chief General Counsel

By: _____
Stephen Coyle, Director

THE PROSPECT COMPANY

By: _____
Brian K. Gabriel
Vice President

EXHIBIT A
to
Development Impact Project
Agreement
for
One Twenty Five High Street

Description of the Site

Certain parcels of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street, Oliver Street, Purchase Street and Pearl Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at the easterly intersection of High Street and Pearl Street, said corner being the westerly corner of said parcels; thence running

N 38-04-39 E	149.89 feet to a point; thence turning and running
N 36-07-35 E	51.01 feet to a point; thence turning and running
N 36-06-59 E	in two courses measuring 69.22 feet and 10.00 feet to a point, said last four courses being by the southeasterly sideline of High Street; thence turning and running
N 39-24-16 E	17.50 feet to a point of curvature; thence running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running
S 44-55-25 E	in two courses measuring 22.36 feet and 311.07 feet by the southwesterly sideline of Oliver Street to a point; thence turning and running
S 50-43-21 W	137.41 feet to a point; thence turning and running

S 50-43-35 W 50.08 feet to a point; thence turning and running

S 54-48-04 W 182.87 feet to a point, said last three courses being by the northwesterly sideline of Purchase Street; thence turning and running

N 35-23-51 W 271.99 feet by the northeasterly sideline of Pearl Street to the point of beginning.

Containing 109,135 square feet, more or less.

Together with such other adjacent land located at the intersection of High Street and Oliver Street, as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

A portion of said parcel is registered land, being described in Certificate of Title No. 25747 in the Suffolk Registry District, therein bounded and described as follows:

- SOUTHEASTERLY by Purchase Street, thirty-three and 13/100 (33.13) feet;
- SOUTHWESTERLY by land formerly of J. Harris Niles, the line running through the middle of a party wall, forty-nine and 69/100 (49.69) feet;
- SOUTHEASTERLY by the same, one and 21/100 (1.21) feet;
- SOUTHWESTERLY still by said Niles land, the line running through the middle of a party wall, fifty and 40/100 (50.40) feet;
- NORTHWESTERLY eighty-three hundredths of a foot; and
- SOUTHWESTERLY six and 66/100 (6.66) feet still by said Niles land;
- NORTHWESTERLY by the southeasterly line of Hartford Place, nineteen and 60/100 (19.60) feet; and
- NORTHEASTERLY by the southwesterly line of Hartford Street, one hundred seven and 23/100 (107.23) feet.

All of the boundaries of said registered land are determined by the Land Court to be located as shown on a plan drawn by Aspinwall and Lincoln, Civil Engineers, dated January 22, 1915, as approved by the Court, filed in the Land Registration Office as Plan No. 5341-A, a copy of a portion of which is filed with Certificate of Title No. 8290.

EXHIBIT B
to
Development Impact Project
Agreement
for
One Twenty Five High Street

Development Plan and Development
Impact Project Plan

[To be supplied upon execution of the within agreement.]

EXHIBIT C
to
Development Impact Project
Agreement
for
One Twenty Five High Street

Boston Residents Construction
Employment Plan

[To be supplied upon execution of the within agreement.]

EXHIBIT D
to
Development Impact Project
Agreement
for
One Twenty Five High Street

Voluntary Employment Plan

[To be in substantially the form as other projects currently under construction in the City and to be supplied upon execution of the within agreement.]

COOPERATION AGREEMENT
FOR
PLANNED DEVELOPMENT AREA NO. ____

ONE TWENTY FIVE HIGH STREET

AGREEMENT made as of _____, 1987 between the BOSTON REDEVELOPMENT AUTHORITY (hereinafter "Authority") and THE PROSPECT COMPANY, a Delaware corporation (hereinafter "Prospect"), on behalf of One Twenty Five High Street Limited Partnership, a limited partnership to be formed under the laws of the Commonwealth of Massachusetts by Prospect, New England Telephone and Telegraph Company, a New York corporation, and Spaulding and Slye Company, a Massachusetts limited partnership, with an address at c/o Spaulding and Slye Company, 150 CambridgePark Drive, Cambridge, Massachusetts 02140, and its successors, assigns and legal representatives (hereinafter "Applicant"); the Authority and the Applicant, collectively, shall be referred to herein as the parties.

WITNESSETH, that in consideration of the mutual covenants and agreements herein contained, the parties agree as follows:

1. The Authority will petition the Zoning Commission of the City of Boston ("BZC") on behalf of the Applicant to designate as a Planned Development Area ("PDA") the land in said City bounded by High Street, Oliver Street, Purchase Street and Pearl Street (hereinafter "Site"), as more particularly described in Exhibit A attached hereto.

4/15/87

2. The Authority will recommend to the BZC to allow by special order(s) the use of portions of the Site for municipal purposes, namely the fire station and ambulance facility as shown in the Plan (as defined below).

3. The Applicant will proceed with planning and design for the Site in a manner consistent with the development concept, land uses and density contemplated in the Development Plan and Development Impact Project Plan for Planned Development Area No. ____ (hereinafter "Plan") approved by vote of the Authority on _____, 1987 (hereinafter "Vote") after a public hearing held on _____, 1987, notice of which was published in The Boston Herald on _____, 1987. A certified copy of the Vote is attached hereto as Exhibit B together with a copy of the Plan. The Plan provides for the renovation of three existing four- to six-story buildings, with a portion along Purchase Street housing the proposed new City of Boston ambulance facility (collectively hereinafter "Building 1"), construction of a new 30-story building and of an infill base typically five stories in height, with the portion along Purchase Street rising from five to nine stories and housing, in a part thereof, the proposed new City of Boston Fire Station (collectively hereinafter "Building 2"), construction of a new 21-story building (hereinafter called "Building 3"), and construction of other site improvements (collectively hereinafter "Project").

4. The Applicant has conducted an environmental review in accordance with the scope requested by the Authority, a copy of which is attached hereto as Exhibit C. The Draft Environmental Impact Assessment ("DEIA") was submitted to the Authority on December 5, 1986 and notice thereof was published in the Environmental Monitor on December 8, 1986. The Authority issued comments on the DEIA on February 12, 1987, a copy of which is attached hereto as Exhibit D. The Final Environmental Impact Assessment ("FEIA") was submitted to the Authority on April 6, 1987 and notice thereof was published in the Environmental Monitor on April 13, 1987. The Authority issued its Certificate of Approval of the FEIA on _____, 1987, a copy of which is attached hereto as Exhibit E.

5. The Applicant has an agreement with Jung/Brannen Associates, Inc. to provide the drawings and specifications for the Project and to furnish customary architect's services during construction.

6. The parties hereby agree that the design review process required by the Plan to be observed by the parties shall be as set forth in the Authority's "Development Review Procedures" dated 1985, revised 1986, a copy of which is attached hereto as Exhibit F (hereinafter "Design Review Process"). Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Development Review Procedures. The Authority shall perform its functions under this provision promptly and with all

reasonable dispatch and in accordance with the provisions of this Agreement.

7. The Authority hereby acknowledges that the Applicant's submission of the Schematic Design for the Project on December 5, 1986 and revised plans dated March 5, 1987 satisfies the submission requirements for Phase I under the Design Review Process.

8. The Authority will review and act upon the Phase II Submission (Design Development) and the Phase III Submission (Contract Documents) required by the Design Review Process in the manner set forth in this Paragraph 8. The Authority shall perform its functions under this provision promptly and with all reasonable dispatch, and shall use its best efforts to notify the Applicant of its approval or disapproval (and its reasons therefor) of each such submission within 10 business days after receipt thereof. The Authority may waive such of its procedures and requirements as it deems appropriate.

9. Once Contract Documents have been approved, the Authority hereby acknowledges that the only further submissions to be made by the Applicant to the Authority for review and approval hereunder will be contract addenda and requests for change orders in the construction of those items subject to the Design Review Process which differ from or were not fully described in the Contract Documents (other than refinements of details generally consistent with previously approved submissions). The Authority will review and act upon the submissions required by this

provision in the manner set forth in this Paragraph 9. The Authority shall, within 10 business days after receipt of such a submission, notify the Applicant of its approval or disapproval (and its reasons therefor) of such changes. If the Authority fails to disapprove of such changes or to give its reasons for disapproval within said 10 business days, such changes shall be deemed to be approved by the Authority. The Authority shall perform its functions under this provision promptly and with all reasonable dispatch. The Authority may waive such of its procedures and requirements as it deems appropriate.

10. The Authority will informally advise the Applicant concerning, and will actively cooperate with and publicly support, the Applicant's efforts to obtain the appropriate agreements which may be necessary or convenient in order to acquire the City Parcels (as hereinafter defined), to construct the proposed new fire station on the Site as shown in the Plan, to move the Boston Fire Department into said new fire station and to raze the existing fire station fronting on Oliver Street, to construct the proposed new ambulance facility on the Site as shown in the Plan, and to obtain from the appropriate municipal, state and federal bodies and agencies all such permits, licenses and approvals and exceptions, variances, special orders and other departures from the normal application of the applicable zoning and building codes and other ordinances and statutes which may be

necessary or convenient in order to carry out the development of the Project in the most expeditious and reasonable manner.

11. Any building contemplated by the Plan shall be deemed completed when the Applicant has substantially completed construction of the exterior of the building, the public lobbies, entrances, arcades and open spaces, all in substantial accordance with approved construction documents and the same are substantially ready for occupancy, except for interior work to be performed to tenant's specifications. Upon completion of any building, the Authority shall issue to the Applicant a Certificate of Completion, which shall be in recordable form and shall be conclusive evidence that said building has been completed in accordance with the approved Plan.

12. Upon such completion of all buildings and other improvements comprising Applicant's development, the Authority shall issue to the Applicant a Certificate of Completion in recordable form, which shall be conclusive evidence that the Applicant's development has been completed in accordance with the approved Plan, all obligations to the Authority hereby and thereunder having been fulfilled.

13. The Authority shall issue a Certificate of Completion within 30 days after Applicant's request for a Certificate of Completion. If the Authority shall refuse or fail to issue any such Certificate in accordance with the provisions of this paragraph, the Authority shall, within said 30 days after

Applicant's request, provide the Applicant with a written statement, indicating with specificity in what respect the Applicant has failed to complete the building or other improvement in accordance with the approved Plan or as otherwise in default on its obligations to the Authority and what measures or actions will be necessary, in the opinion of the Authority, for the Applicant to take or perform in order to obtain such a Certificate of Completion; upon compliance by the Applicant with the requirements of such statement, the Authority shall issue such Certificate of Completion.

14. If, in the future, the Applicant shall, in its judgment, determine that it has become infeasible to proceed with the whole or a portion of the approved Plan, then in such case and after substantiation by the Applicant deemed adequate by the Authority of the reasons for not being able to proceed, the Authority shall cooperate with the Applicant to modify, alter, amend or revoke its previous PDA designation or votes in order to allow the Applicant the opportunity to reasonably develop the land that it owns or leases. If the parties acting in good faith cannot agree as to an appropriate alteration, modification or amendment to the Plan, and if the Applicant so requests, the Authority agrees that the Applicant shall have no further obligation to proceed with such whole or portion, as the case may be, of the approved Plan.

15. This Agreement is binding upon and enforceable against, and inures to the benefit of, the parties and their successors,

assigns and legal representatives (including, without limitation, any successor owner or owners of the improvements). The parties agree that the Applicant has the right to transfer or assign its rights and interests in all or a portion of the Site and under this Agreement. The Authority agrees to look solely to the interests of the Applicant or its successors or assigns (including, without limitation, mortgagees) from time to time in each Building that is subject to this Agreement for any claim against the Applicant or its successors or assigns (including, without limitation, mortgagees) arising under this Agreement in connection with such individual Building. Furthermore, but without limiting the foregoing, liability arising under this Agreement in connection with a particular Building shall be limited to the interest of the Applicant or its successors or assigns (including, without limitation, mortgagees) in such Building. In illustration, but not in limitation of the foregoing, if separate successors to the Applicant (including, without limitation, mortgagees) each own one of the Buildings, then the owner of one Building shall have no liability under this Agreement in connection with the other Buildings and vice versa. No holder of a mortgage on any or all of the Buildings shall be liable to perform, or be liable in damages for failure to perform, any of the obligations of the Applicant hereunder unless and until such holder acquires title to the applicable Building by foreclosure or deed in lieu of foreclosure. Neither the Applicant

nor any trustee, beneficiary, partner, stockholder, manager, officer, director, agent or employee of the Applicant or its successors and assigns (including, without limitation, mortgagees) shall be personally or individually liable under this Agreement, nor shall it or they be answerable or liable in any equitable proceeding or order beyond the extent of its or their interest in the applicable Building.

16. The parties agree that two parcels of land, as more particularly described in Exhibit G attached hereto (the "City Parcels"), now owned by the City of Boston have been included in the PDA as they are essential to developing the Project in accordance with the Plan. At such time as the City conveys the City Parcels to the Applicant, such land will be included in the project to be constructed on the Site by the Applicant without need for further action by the Authority or the Zoning Commission.

17. All notices and other communications under this Agreement must be in writing and mailed by certified or registered mail, return receipt requested, to the parties at the following addresses:

Authority: Boston Redevelopment Authority
 Director's Office
 City Hall Square
 Boston, MA 02201

with copies to:

Boston Redevelopment Authority
Chief General Counsel
City Hall Square
Boston, MA 02201

Applicant: The Prospect Company
c/o Spaulding and Slye Company
150 Cambridge Park Drive
Cambridge, MA 02140
Attention: Peter M. Small
President

with copies to:

Hale and Dorr
60 State Street
Boston, MA 02109
Attention: John D. Hamilton, Jr., P.C.

The Prospect Company
201 North Union Street, Suite 350
Alexandria, Virginia 22314
Attention: Joseph W. Sprouls, Esq.
Regional Counsel

The Prospect Company
One Tower Square
Hartford, CT 06183
Attention: Brian K. Gabriel
Vice President

18. Whenever the consent or approval of the Authority is required hereunder, under the Development Review Procedures, or otherwise, such consent or approval shall not be unreasonably withheld or delayed, or wherever there is a requirement that any thing, act or circumstance shall be satisfactory to the Authority or shall be done and performed to the Authority's satisfaction or

any other requirement of similar import, the Authority covenants not to be unreasonable with respect thereto.

In witness whereof the parties hereto have caused this instrument to be executed in their behalf by their respective officers thereunto duly authorized as of the day and year first above set forth.

Approved as to Form:

BOSTON REDEVELOPMENT AUTHORITY

Robert F. McNeil
Chief General Counsel

By: _____
Stephen Coyle, Director

THE PROSPECT COMPANY

By: _____
Brian K. Gabriel
Vice President

Exhibit A
to
Cooperation Agreement
for
One Twenty Five High Street

Description of the Site

Certain parcels of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street, Oliver Street, Purchase Street and Pearl Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at the easterly intersection of High Street and Pearl Street, said corner being the westerly corner of said parcels; thence running

N 38-04-39 E	149.89 feet to a point; thence turning and running
N 36-07-35 E	51.01 feet to a point; thence turning and running
N 36-06-59 E	in two courses measuring 69.22 feet and 10.00 feet to a point, said last four courses being by the southeasterly sideline of High Street; thence turning and running
N 39-24-16 E	17.50 feet to a point of curvature; thence turning and running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running
S 44-55-25 E	in two courses measuring 22.36 feet and 311.07 feet by the southwesterly sideline of Oliver Street to a point; thence turning and running
S 50-43-21 W	137.41 feet to a point; thence turning and running

S 50-43-35 W	50.08 feet to a point; thence turning and running
S 54-48-04 W	182.87 feet to a point, said last three courses being by the northwesterly sideline of Purchase Street; thence turning and running
N 35-23-51 W	271.99 feet by the northeasterly sideline of Pearl Street to the point of beginning.

Containing 109,135 square feet, more or less.

Together with such other adjacent land located at the intersection of High Street and Oliver Street as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

A portion of said parcel is registered land, being described in Certificate of Title No. 25747 in the Suffolk Registry District, therein bounded and described as follows:

SOUTHEASTERLY	by Purchase Street, thirty-three and 13/100 (33.13) feet;
SOUTHWESTERLY	by land formerly of J. Harris Niles, the line running through the middle of a party wall, forty-nine and 69/100 (49.69) feet;
SOUTHEASTERLY	by the same, one and 21/100 (1.21) feet;
SOUTHWESTERLY	still by said Niles land, the line running through the middle of a party wall, fifty and 40/100 (50.40) feet;
NORTHWESTERLY	eighty-three hundredths of a foot; and
SOUTHWESTERLY	six and 66/100 (6.66) feet still by said Niles land;
NORTHWESTERLY	by the southeasterly line of Hartford Place, nineteen and 60/100 (19.60) feet; and
NORTHEASTERLY	by the southwesterly line of Hartford Street, one hundred seven and 23/100 (107.23) feet.

All of the boundaries of said registered land are determined by the Land Court to be located as shown on a plan drawn by Aspinwall and Lincoln, Civil Engineers, dated January 22, 1915, as approved by the Court, filed in the Land Registration Office as Plan No. 5341-A, a copy of a portion of which is filed with Certificate of Title No. 8290.

Exhibit B
to
Cooperation Agreement
for
One Twenty Five High Street

Certified Copy of Vote of BRA
and
Development Plan and Development
Impact Project Agreement

[To be supplied upon execution of the within agreement.]

ON
VELOPMENT
ORITY

id L Flynn

Coyle

at Square
August 13, 1986
13

Exhibit C
to
Cooperation Agreement
for
One Twenty Five High Street

August 13, 1986

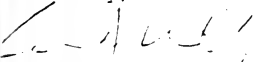
Mr. Brian K. Gabriel
Director
The Prospect Company
One Tower Square
Hartford Connecticut 06183

Dear Brian:

Transmitted herewith is the required scope of the Environmental Impact Assessment Report (EIR) for the proposed Travelers/New England Telephone development. This material includes the format of the EIR and a description of the environmental issues to be addressed.

If questions arise concerning the scope, please ask your consultants to contact me or Richard Mertens of our Environmental review staff.

Sincerely,



William D. Whitney
Deputy Assistant Director for
Development and Urban Design

TRAVELERS DEVELOPMENT

BRA Environmental Impact Assessment Scope

Process

Due to the scale and potential impact of the proposed development, the Boston Redevelopment Authority, under its Development Review Procedures, will require a full Environmental Impact Assessment Report (EIA) which will be made available for public and agency review prior to final approval of the project by the Authority. The EIA is to be published in draft and final forms, the Final EIA to respond to comments received on the Draft EIA as well as provide revised or corrected analyses if required. A thirty-day public comment period follows publication of both the Draft and the Final EIAs. The project proponent shall furnish the Authority with sufficient copies of the reports for public and agency distribution.

Format of the EIA

The EIA shall include a copy of the BRA scope of the impact assessment report as well as a copy of the separate Transportation Impacts/Access Plan scope.

The EIA shall include the following sections:

1. Executive Summary: A summary of the Report and its findings, brief and understandable by the lay person, shall be included at the beginning of the report.
2. Project Description: A detailed description of the project, including its history and project background, and a statement of the project objectives and relation to the BRA's downtown planning goals. A discussion of project alternatives that previously have been considered and/or rejected also shall be included.
3. Project Area Description: A description of the environmental surroundings as they exist before the project is commenced, including the physical, economic, and social characteristics in the immediate area of the project, and any unique or special aspects which should be considered.
4. Environmental Impact Analyses: A detailed description of the probable impacts of the project on the environment, including both damage and benefit to the environment arising from the project.
5. Mitigation Measures: A description of all measures during design, construction, or operation which will be utilized to minimize environmental damage or produce beneficial impact.

Background data and special studies undertaken in connection with the impact analyses should be included as appendices.

Graphics and maps included in the text shall be clear and readable and should be integrated with the text for easy reference. To the extent possible, all maps should be at the same orientation and include a north arrow and street names.

Scope of Environmental Issues

The following areas of environmental analyses shall be included in the EIA:

A. Transportation Impacts/Access Plan

(See also the more detailed Vanasse/Hangen Comprehensive Transportation Assessment/Access Plan scope)

This section shall include a description of existing conditions in the project area, including the roadway network, existing circulation and traffic volumes, existing pedestrian volumes, the public transportation system, and parking facilities and usage, and the probable project impacts, as outlined below.

1. Vehicular Traffic

- a. Project vehicular traffic demand and generation (daily and peak-hours) and distribution
- b. Circulation and access impacts on the local and regional street system and local intersections (traffic impact area), including capacity and level-of-service analyses
- c. Modal split and vehicle occupancy analysis

2. Public Transportation

- a. Location and availability of public transportation facilities
- b. Usage and capacity of existing system
- c. Peak-hour demand and capacity analysis
- d. Measures to encourage use of public transportation

3. Pedestrian Circulation

- a. Demand and capacity analysis on project area sidewalks
- b. Connections to public transportation station stops
- c. Effect on pedestrian flows of project parking and servicing entrances and exits

4. Parking

- a. Number of spaces provided indicating public and private allocation

- b. Reduction in parking from previous use of site
 - c. Proposal's impact on demand for parking
 - d. Parking plan, including layout, access, and size of spaces
 - e. Evidence of compliance with City of Boston parking freeze requirements
5. Loading
- a. Number of docks
 - b. Location and dimension of docks
 - c. Size and maneuvering space on-site or in public right-of-way
6. Access, curb cuts, and/or sidewalk changes required.
7. Access Plan
- a. Measures to manage parking demand and optimize use of available parking spaces, including:
 - o Proposed rate structures(s)
 - o Ride-sharing incentives and information dissemination
 - o Set-asides for high-occupancy-vehicles: number and location
 - o Set-asides for after morning commuter peak (usually 9:30 or 10:00 a.m.)
 - b. Measures to encourage public transportation use, including:
 - o Mass transit information dissemination
 - o MBTA pass sales and subsidies
 - o Direct station links or pedestrian connections
 - c. Measures to reduce peaking, including:
 - o Encouragement of flexible work hours
 - o Restrictions on service and good deliveries
 - d. Measures to mitigate construction impacts, including:
 - o Time and routes of truck movements
 - o Storage of materials and equipment
 - o Worker parking and commuting plan
 - e. Monitoring and reporting measures

B. Wind

Information on pedestrian level winds is required for both build and no-build conditions. Particular attention shall be given to public and other areas of pedestrian use (sidewalks, plazas, building entrances, etc.) adjacent to and in the vicinity of the project site. The wind impact analyses shall be conducted for both Phase I of the proposed development and for the full-build (Phase I and Phase II) development. Location of the hot-wire testing points shall be selected in consultation with the BRA.

1. Wind tunnel testing is to be conducted in two stages - Stage I Qualitative Study and Stage II Hot Wire Testing. For Stage I, an erosion study (or equivalent methodology) must be conducted to determine potential problem areas and to identify appropriate placement of sensors for hot wire testing.
2. Wind tunnel testing is to be conducted according to the following criteria:
 - a. Results of wind tunnel testing shall be consistently presented in miles per hour (mph).
 - b. Velocities shall be measured at a scale equivalent to 6 feet above ground level.
 - c. The instrument shall have a frequency response that is flat to 100 hertz and filters out any higher frequency (hot wire testing).
 - d. Wind directions from the sixteen compass points shall be evaluated.
3. Hot wire data shall be presented both in tabular form and graphically on a map to indicate velocity changes between build and no-build conditions.
 - a. The effective gust velocity can be computed by the formula: average hourly velocity plus $1.5 \times$ root mean square (rms) variations about the average.
 - b. Analysis shall be presented as follows:
 - o Present data for existing (no-build) and future build scenarios as follows:
 - Mean velocity (exceeded 1% of time)
 - Effective gust velocity (exceeded 1% of time)
 - o Compare mean and effective gust wind speeds on both annual and seasonal basis, by wind direction.

- o Provide a written descriptive analysis of wind environment and impacts for each sensor point including such items as source of winds, direction, seasonal variations, etc., as applicable. Include analysis of suitability of location for various activities (e.g., walking, sitting, eating, etc.) as appropriate.
- o Provide maps of sensor locations with wind speed data, graphically indicating changes in wind speeds.
- c. For areas where wind speeds are projected to exceed acceptable levels, measures to reduce wind speeds and mitigate potential adverse impact shall be identified.

C. Shadow

1. A shadow impact analysis shall be undertaken, with particular attention given to plazas, sidewalks, and other public open space areas in the project vicinity.
2. Shadow impact analysis must include net new shadows as well as existing shadows.
3. Shadow analyses must include shadow impacts for build and no-build conditions for the hours 9:00 a.m., 12:00 noon, and 3:00 p.m. conducted for four periods of the year at the vernal equinox, autumnal equinox, winter solstice, and summer solstice.
4. Shadow analyses also are to be conducted at 10:00 a.m., 11:00 a.m., 12:00 noon, 1:00 p.m., and 2:00 p.m. on October 21 and November 21, and must show the incremental effects of the proposed massing on proposed or existing public spaces including major pedestrian areas.
5. The shadow analyses shall be conducted for both Phase I of the proposed development and for the full-build development. These analyses may be included on the same maps but the differences between existing shadows, Phase I, and full-build must be clearly distinguished.

D. Daylight

1. A daylight analysis for build (Phase I and full-build) and no-build conditions should be conducted by measuring the percentage of skydome that is obstructed by the project. Specific technique and graphic methodologies required for determining the percent of obstructed skydome will be provided by the BRA.

E. Excavation/Soil Conditions

1. Written description including amount and method of excavation and any proposals for blasting and/or pile driving.

2. Analysis of sub-soil conditions, potential for ground movement and settlement during excavation, and impact on adjacent buildings and utility lines

F. Air Quality

Prior to initiation of the air quality analyses, consultation with the BRA and the Division of Air Quality Control, Department of Environmental Quality Engineering, to determine the appropriate methodology and analytical technique to be used, receptor locations, assumptions, and other input data shall be required. The air quality analyses shall include the following elements:

1. Impact on local air quality from additional traffic generated by the project, including identification of any location projected to exceed national or Massachusetts air quality standards
2. Estimation of emissions from the parking garage constructed as part of the project
3. Description and location of building/garage air intake and exhaust systems and evaluation of impact on pedestrians

G. Noise

1. Noise impact of the project's mechanical and ventilation (HVAC) systems.
2. Impact on the project components of the incorporation of the Fort Hill fire station into the project development.

H. Utility Systems

1. Estimated water consumption and sewage generation from the project
2. Description of the capacity and adequacy of water and sewer systems and an evaluation of the impacts of the project on these systems
3. Identification of measures to conserve resources, including any provisions for recycling

I. Energy

1. Description of energy requirements of the project and evaluation of project impacts on resources and supply
2. Description of measures to conserve energy usage and consideration of feasibility of including solar energy provisions

J. Historical Landmarks

1. Description of the project site location in proximity to any National or Massachusetts Register site or district or Landmark designated by the Boston Landmarks Commission
2. Identification of Boston Landmarks Commission ratings for existing buildings.
3. Possible effects to the National or Massachusetts Register site or district or a Landmark designated by the Boston Landmarks Commission

K. Design and Aesthetics

1. A description of the relationship of the proposed project to the surrounding environment in terms of massing, building heights, scaling elements, materials, open spaces, land uses, and density, and potential effects of the project. Eye-level perspectives showing the project in the context of the surrounding area, and sketches and diagrams to clarify design issues and massing options should be included, as appropriate.
2. A description of proposed site improvements and amenities, including paving, landscaping, lighting, and street furniture.
3. A description of the design evolution of the project through the design process, including changes in the project design, height, and massing, and the reasoning for such changes.

L. Construction Impacts

1. Description of construction staging areas
2. Availability of construction worker parking
3. Potential dust generation and mitigation measures to control dust emissions
4. Potential noise impact and measures to minimize noise levels
5. Truck traffic and access routes
6. Pedestrian safety

L. Flynn

Boyle

Square
220

Mr. David A. Bohn, P.E.
Vanasse/Hangen
50 Birmingham Parkway
Boston, Massachusetts 02135

Re: Travelers/New England Telephone Development Proposal

Dear Mr. Bohn:

I have consulted with Andy McClurg of the City of Boston Department of Transportation and Richard Mertens of the BRA Environmental review staff and ask that the following modifications be made to your proposed scope of services pertaining to the above-referenced project transmitted with your letter of July 31, 1986:

A. Description of Services

- ° This section should include such additional tasks as may be required to incorporate, by reference, the Transportation Impact Assessment Report (see Attachment A).
- ° In evaluating "the project's compatibility with several specific roadway improvement projects," the enumerated projects should include, but not be limited to, the proposed relocation of the Northern Avenue Bridge with attendant roadway realignment.

B. Study Area

The study area should be expanded in a southerly direction to include the Dewey Square area as indicated on Attachment B.

C. Definition of Tasks

- ° General comment: Fully document data sources and identify how data differ from findings in previous studies. Please explain any such changes.
- ° 2.3: Background traffic should include traffic from major construction projects in the Back Bay and South Boston which would enter the downtown study area.

- 2.4.1: Include the existing Central Artery in these calculations.
- 2.4.2: Discuss displacement impacts on existing on-site parking.
- 2.4.3: Clearly evaluate capacity impacts in this section, particularly during peak hours.
- 2.4.4: A demand/capacity impact analysis for sidewalks adjacent to the site and in the study area should be performed.
- Tasks 3 and 4: It is unclear as to whether the promulgation of specific mitigation measures to lessen the impacts of the proposed project during construction is contemplated. This is required.

Please be advised that the Draft Downtown Interim Planning Overlay District now under review by the Authority Board provides that developers of major new downtown projects would be required to submit Transportation Access Plans which "will identify the impacts of new development on traffic and parking and require mitigation measures to address these impacts." We have provided the developer with a draft of that document.

Regarding the presentation of the findings, it is expected that both the draft and final EIRs for the project will contain all traffic and transportation impact and access material prepared. In addition, the separate, stand-alone document including the Transportation Access Plan and the Traffic Impact Analysis with mitigation measures proposed for both the construction and operating periods of the project is needed.

Please feel free to contact me if questions arise concerning these comments.

Sincerely,

William D. Whitney
Deputy Assistant Director for
Development and Urban Design

cc: Brian K. Gabriel
Andrew McClurg
Richard Mertens
Neil Middleton

TRAVELERS DEVELOPMENT

BRA Environmental Impact Assessment ScopeProcess

Due to the scale and potential impact of the proposed development, the Boston Redevelopment Authority, under its Development Review Procedures, will require a full Environmental Impact Assessment Report (EIA) which will be made available for public and agency review prior to final approval of the project by the Authority. The EIA is to be published in draft and final forms, the Final EIA to respond to comments received on the Draft EIA as well as provide revised or corrected analyses if required. A thirty-day public comment period follows publication of both the Draft and the Final EIAs. The project proponent shall furnish the Authority with sufficient copies of the reports for public and agency distribution.

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 - a. Number of spaces provided indicating public and private allocation

- b. Reduction in parking from previous use of site
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 - o Compare mean and effective gust wind speeds on both annual and seasonal basis, by wind direction.

- o Provide a written descriptive analysis of wind environment and impacts for each sensor point including such items as source of winds, direction, seasonal variations, etc., as applicable. Include analysis of suitability of location for various activities (e.g., walking, sitting, eating, etc.) as appropriate.
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1. A daylight analysis for build (Phase I and full-build) and no-build conditions should be conducted by measuring the percentage of skydome that is obstructed by the project. Specific technique and graphic methodologies required for determining the percent of obstructed skydome will be provided by the BRA.

E. Excavation/Soil Conditions

1. Written description including amount and method of excavation and any proposals for blasting and/or pile driving.

2. Analysis of sub-soil conditions, potential for ground movement and settlement during excavation, and impact on adjacent buildings and utility lines

F. Air Quality

Prior to initiation of the air quality analyses, consultation with the BRA and the Division of Air Quality Control, Department of Environmental Quality Engineering, to determine the appropriate methodology and analytical technique to be used, receptor locations, assumptions, and other input data shall be required. The air quality analyses shall include the following elements:

1. Impact on local air quality from additional traffic generated by the project, including identification of any location projected to exceed national or Massachusetts air quality standards
2. Estimation of emissions from the parking garage constructed as part of the project
3. Description and location of building/garage air intake and exhaust systems and evaluation of impact on pedestrians

G. Noise

1. Noise impact of the project's mechanical and ventilation (HVAC) systems.
2. Impact on the project components of the incorporation of the Fort Hill fire station into the project development.

H. Utility Systems

1. Estimated water consumption and sewage generation from the project
2. Description of the capacity and adequacy of water and sewer systems and an evaluation of the impacts of the project on these systems
3. Identification of measures to conserve resources, including any provisions for recycling

I. Energy

1. Description of energy requirements of the project and evaluation of project impacts on resources and supply
2. Description of measures to conserve energy usage and consideration of feasibility of including solar energy provisions

J. Historical Landmarks

1. Description of the project site location in proximity to any National or Massachusetts Register site or district or Landmark designated by the Boston Landmarks Commission
2. Identification of Boston Landmarks Commission ratings for existing buildings.
3. Possible effects to the National or Massachusetts Register site or district or a Landmark designated by the Boston Landmarks Commission

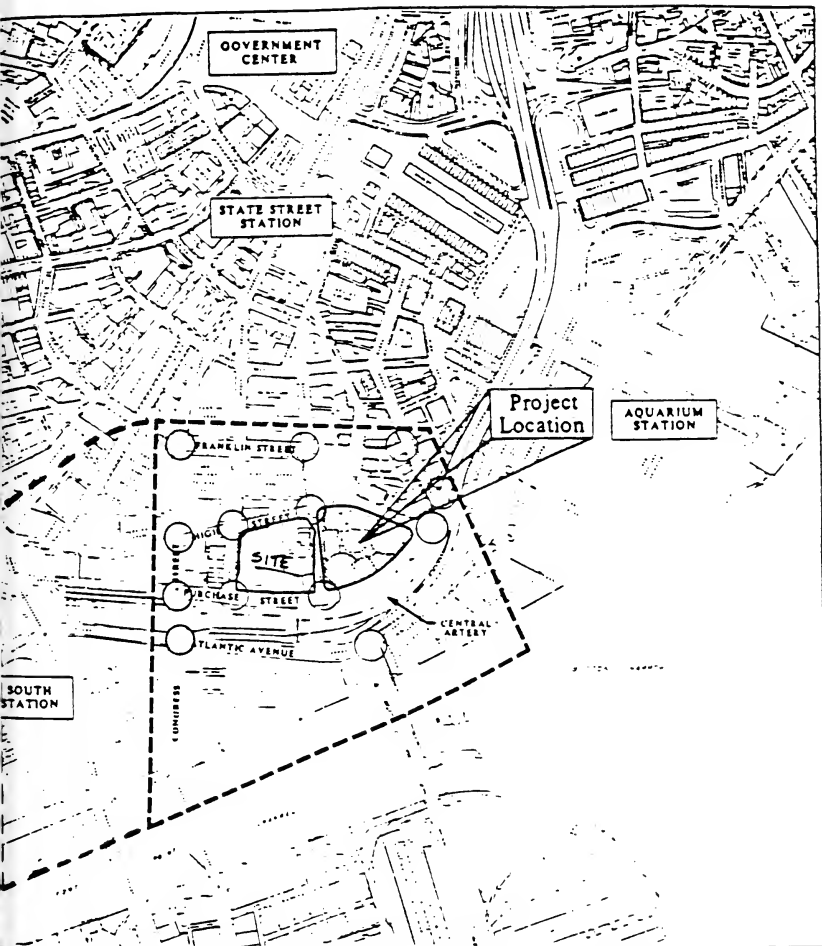
K. Design and Aesthetics

1. A description of the relationship of the proposed project to the surrounding environment in terms of massing, building heights, scaling elements, materials, open spaces, land uses, and density, and potential effects of the project. Eye-level perspectives showing the project in the context of the surrounding area, and sketches and diagrams to clarify design issues and massing options should be included, as appropriate.
2. A description of proposed site improvements and amenities, including paving, landscaping, lighting, and street furniture.
3. A description of the design evolution of the project through the design process, including changes in the project design, height, and massing, and the reasoning for such changes.

L. Construction Impacts

1. Description of construction staging areas
2. Availability of construction worker parking
3. Potential dust generation and mitigation measures to control dust emissions
4. Potential noise impact and measures to minimize noise levels
5. Truck traffic and access routes
6. Pedestrian safety

Figure 4.1 - Transportation Study Area



International
place
Fort Hill

Vanasse/Hangen Associates
Boston, MA

Draft Study Area

Vanasse Hangen
60 Birmingham Parkway
Boston, Massachusetts 02135
617 783 7000

Consulting Engineers
& Planners

July 31, 1986

Ref: 1602

Mr. William D. Whitney
Deputy Assistant Director for Development Policy
Boston Redevelopment Authority
One City Hall Square
Boston, MA 02201

Re: Prospect/New England Telephone Development
High Street

Dear Mr. Whitney:

Enclosed for your review is a draft scope of services for the preparation of a Comprehensive Transportation Assessment/Access Plan for the subject project.

This draft scope represents our understanding of the environmental issues related to transportation that need to be addressed, based on the scoping meeting held at City Hall on July 30, 1986.

Your comments on the scope would be appreciated. One major issue still to be resolved is that of defining a study area for the traffic impact analysis. For review purposes, we have inserted the same study area used in the International Place EIR prepared for MEPA. We recognize that it will be necessary to review with City staff the actual limits of the study area for this effort.

We look forward to meeting again to discuss our proposed scope. I will be on vacation the week of August 4-9 so if you have any questions, please contact Ray Niedowski (at 783-7000) who will be our Senior Project Manager for this effort.

Very truly yours,

VANASSE/HANGEN



David A. Bohn, P.E.
Associate

DAB:dms

cc: Richard Mertens, BRA
Andy McClurg, BTD
Peggy Briggs, RDM
Neil Middleton, JBA
WJR, RSN

PROPOSED SCOPE OF SERVICES
COMPREHENSIVE TRANSPORTATION ASSESSMENT/ACCESS PLAN
PROSPECT COMPANY/NEW ENGLAND
TELEPHONE CO. DEVELOPMENT

A. DESCRIPTION OF SERVICES

Vanasse/Hangen will perform the necessary transportation planning and engineering tasks involved in the preparation of a Comprehensive Transportation Assessment of the proposed Prospect Company/New England Telephone Co. Development, including the following:

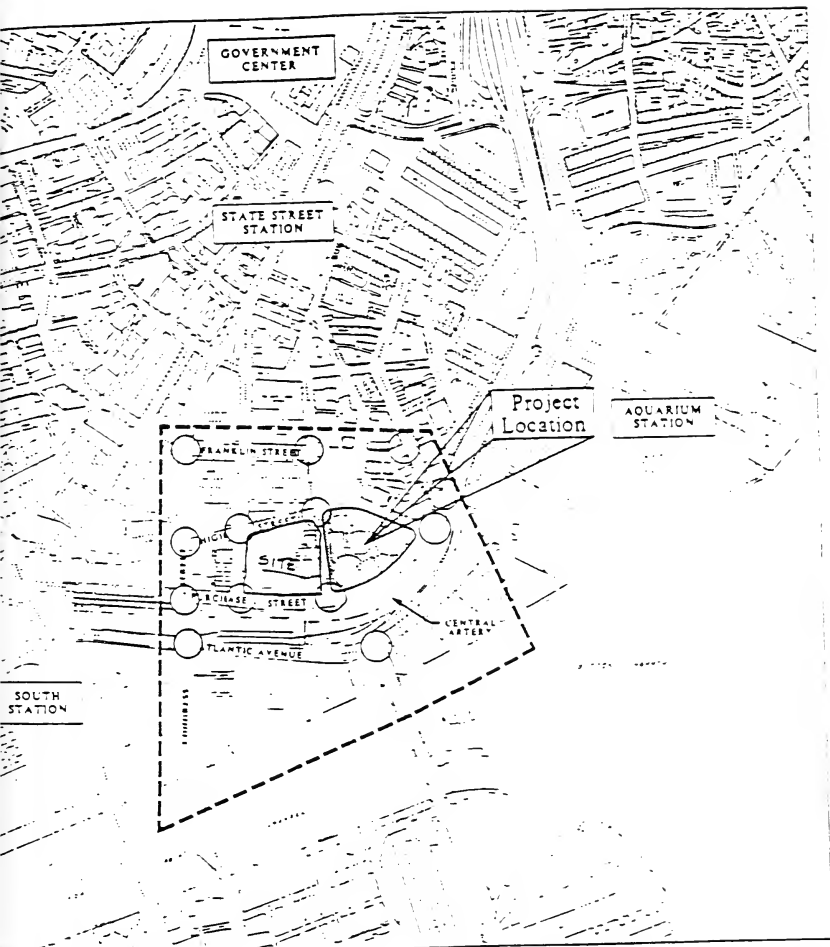
- o A definition of existing traffic, parking, pedestrian and transit conditions in the study area.
- o An evaluation of the project's short-term traffic impacts related to construction activity.
- o An evaluation of long-term impacts on traffic, parking, public transportation and pedestrians.
- o An evaluation of the project's compatibility with several specific roadway improvement projects including:
 - The proposed relocation of the High Street off-ramp to Purchase Street prior to construction of the Depressed Central Artery.
 - The Dewey Square Transportation Systems Management Project
 - The proposed plan to construct an off-ramp from the Depressed Central Artery to Purchase Street.
- o Consideration of loading/service facilities.
- o Identification of appropriate mitigation measures to reduce project impacts.

The work effort has been designed to build upon previous and on-going transportation studies being conducted in the area. It will take into consideration other significant projects which will be completed in the same time frame and which will exert an influence on areawide travel demands.

B. STUDY AREA

The study will be limited to the area bounded by Congress Street, Atlantic Avenue, Franklin Street, and the Fort Point Channel as indicated in Figure 1. Specific intersection locations to be analyzed are also indicated in the figure.

Figure 4.1 - Transportation Study Area



International
Place
at Fort Hill

Vanasse/Hangen Associates
Boston, MA

Draft Study Area

C. DEFINITION OF TASKS

Task 1 - Data Inventory/Environmental Baseline Conditions

Vanasse/Hangen will compile data on supply and usage characteristics of the transportation system within the study area. New data to be collected as part of this effort will be limited to several intersections where traffic counting is necessary to expand upon available data. Several sources of traffic data exist including the International Place EIR, the Dewey Square TSM Study, the Rowes & Fosters Wharf EIR, and the Fan Pier/Pier 4 EIR. The approach taken to develop base traffic conditions will be similar to that taken in the recent Environmental Assessment for 125 Summer Street. Based on data gathered from all sources, a preliminary base traffic volume network will be developed to represent existing conditions. Vanasse/Hangen will meet with BRA and BTD staff prior to finalization of the base condition traffic volumes for the purpose of reviewing the data and obtaining input.

Data will also be gathered from the two major tenants of the proposed building: New England Telephone and the Travelers Insurance Company. Such information will include shift patterns, mode of arrival, parking patterns, and employee residence location.

Parking characteristics in the study area in proximity to the site will be defined. In addition, the MBTA will be contacted to ascertain the latest data available on transit usage levels and improvement plans for commuter rail, rapid transit and local/express bus services. All other baseline transportation data will be derived from previously compiled information and reports.

Task 2 - Evaluation of Long-Term Impacts following completion of the project)

2.1 Alternatives to be Analyzed

Two development options will be examined: 1) all-office use of the site, and 2) a combination office/hotel project.

The peak period traffic/transit impacts will be estimated for each alternative. The option having the largest effect on the environment will be determined and carried through the remainder of the analysis.

2.1 Conditions to be Analyzed

The following time frames will be analyzed:

- o No Build (with only background projects anticipated to be completed included) - 1994.

- o Full Build with addition of project-related impacts on existing street system - 1994.
- o Full Build with addition of project-related impacts on modified street system, assuming High Street off-ramp is relocated to Purchase Street - 1994.

2.3 Background Development and Transportation Projects

Building construction projects to be included in the No Build evaluation are the specific on-going projects along the Bedford St./Essex Street corridor such as 125 Summer Street, as well as projects on Federal Street, International Place, South Station Intermodal Facility, Fan Pier/Pier 4, and Rowes Wharf. The assumptions on which specific projects are to be included in the background volumes will be reviewed with BRA and BTD staff prior to actual analysis.

Transportation projects which will be considered include continuing improvements to the MBTA system and the potential Dewey Square TSM improvements. The impacts of the implementation of the Dewey Square TSM Alternatives A and B on the streets in immediate proximity to the site will be considered. Additionally, the proposed plan to construct an off-ramp from the Depressed Central Artery to Purchase Street will be evaluated as it relates to the project site.

2.4 Evaluation of Transportation Impacts

New trips expected to be created by the proposed development will be added to demands currently carried by the existing transportation infrastructure. AM and PM peak hours and daily figures will be developed and analyzed. AM modes will be considered. Impact identifications will be carried out by completing the following tasks:

1. Traffic Impacts - Volume/capacity (v/c), Available Reserve Capacity (ARC), and Level of Service (LOS) calculations at intersections identified in the study area figure.
2. Parking Impacts - Increased parking demand will be compared with existing and projected available supply to identify deficiencies. The analysis will discuss long term vs. short term parking needs and provisions for high occupancy vehicles (HOVs).
3. Public Transportation - Increased ridership and its impacts on the MBTA's rapid transit, commuter rail and local/express bus services will be identified. The potential people-mover proposed by developers of the World Trade Center will also be briefly described in terms of project compatibility.

4. Pedestrian Impacts - An evaluation of pedestrian conditions on sidewalks adjacent to the site and in the study area will be conducted. Pedestrian pathways and linkages to other area attractions and MBTA stations will be identified. Special attention will be given to the existing pedestrian bridge over the Central Artery and the potential for making modifications to it.
5. Loading/Service/On-site Circulation - The proposed loading and service facilities will be defined and evaluated and their functionality analyzed. Truck/service deliveries to the site will also be estimated and on-site circulation patterns will be described.
6. Taxi - Taxi services to the site will be evaluated.

Task 3 - Evaluation of Short-Term Impacts (construction period)

The transportation assessment will evaluate the impacts of the following:

1. Mode of arrival for construction worker trips.
2. Parking for construction workers and construction materials deliveries.
3. Numbers, times and routes of truck movements and construction activities. Where possible, these activities will be coordinated with other on-going projects.
4. Temporary storage of construction equipment and materials.
5. The need for street closures or partial closures will be defined.

Task 4 - Mitigation Measures/Development of an Access Plan

Mitigation measures which would lessen the impacts of the proposed project will be identified. The resultant effect of these measures will be determined through application of either analysis techniques identified under Tasks 2 and 3 or through appropriate qualitative review.

Specific mitigation measures to be considered include:

- Roadway traffic operations improvements
- Transit pass subsidies
- Differential parking fees

- Pedestrian connections/improvements
- Ridesharing/vanpooling
- Other alternatives to be identified
- Monitoring and enforcement measures

Specific commitments made by the developer will be identified. Further, if one of the two proposed development plans for the site require additional or different mitigation, these specific needs will be identified.

The results of this four-task effort will be incorporated into the Environmental Assessment Report which will define work performed during the study and documentation of the study process, procedures and findings. A separate, stand-alone document entitled Transportation Access Plan will also be prepared for use by the Boston Transportation Department. This document will contain much of the same material as the BRA's Environmental Assessment Report, particularly the impact analysis and mitigation sections, but will be formatted specifically according to BTD requirements.

STON
DEVELOPMENT
THORITY

ond L Flynn

en Coyle

City Hall Square
MA 02201
22-4300

Exhibit D
to
Cooperation Agreement
for
One Twenty Five High Street

February 12, 1987

Mr. Brian K. Gabriel, Director
The Prospect Company
One Tower Square
Hartford, Connecticut 06183

Dear Mr. Gabriel:

Re: 125 High Street Draft Environmental Impact Assessment Report

The Boston Redevelopment Authority staff has reviewed the Draft Environmental Impact Assessment report which you have submitted for the 125 High Street development project in downtown Boston's financial district. In accordance with the Authority's environmental review procedures, this document also has been made available for public and agency review. Our comments on the report are detailed below, and comments received by the Authority during the public review period are attached. The Final Environmental Impact Assessment should respond to these comments and should provide the additional or corrected analyses as indicated.

General/Format

In general, the DEIA has presented a comprehensive analysis of the anticipated impacts of the development of 125 High Street. However, a number of areas of the report require clarification of the information presented or additional analysis that was not included in the draft document. The Final EIA should include all the information and analyses of the Draft EIA, revised or expanded in response to the several comments of the BRA and other reviewers. In addition, the Final report should contain a copy of this letter and copies of all comment letters which have been received during the public comment period. Issues and questions raised in these comments should be addressed either separately or within the body of the report, as appropriate, and with proper references.

6.1 Transportation

Traffic

On page 6.1-10 it is stated that the 125 High Street network is consistent with the 125 Summer Street network. However, a comparison of the existing traffic volumes for each project indicates that for some intersections common to both (e.g.: Congress/High, Congress/Atlantic) volumes are significantly different. This discrepancy should be resolved in the FEIA.

The most serious traffic impact of the project is likely to be at the intersection of Congress and Purchase Streets, where the level-of-service is projected to be at "F" in 1994, with a volume/capacity ratio of 1.25, in the No-Build scenario (P.M. peak hour). The volume that the 125 High Street project would add represents a significant deterioration of a projected unacceptable situation. Although roadway improvements are suggested for this (and other congested) intersections, implementation is dependent on others. The Final EIA should discuss the commitment to implement the suggested improvements.

The Massachusetts Department of Public Works (I-90/I-93 Project) has identified a number of potential conflicts with respect to the use and availability of Purchase Street, both during the construction period for the depression of the Central Artery and during long-term operation. The Department has recommended the coordination of design requirements to arrive at mutually-acceptable accommodations for both projects. The Final EIA should describe the means by which these issues are being addressed.

During the A.M. peak hour, some 3,100 vehicles would be entering Purchase Street at Oliver Street, of which 645 vehicles (or 10 per minute) would enter the garage (based on Fig. 6.1-11). In the evening peak hour, some 2,200 vehicles would be travelling on Purchase Street while 584 vehicles would be exiting the garage (Fig. 6.1-12). The Final EIA should evaluate the impact of the garage traffic (entering and exiting) on Purchase Street traffic flow and on the Purchase/Oliver Streets intersection, both during the A.M. and P.M. peak hours. Included in the analyses should be the effect of morning queuing at the garage entrance on Purchase/Oliver level-of-service. Moreover, the impact on accessibility to and from the fire station also should be examined in the Final EIA.

A new (and presumably more accurate) methodology has been used for the intersectional level-of-service (Special Report 209, Transportation Research Board). The Final EIA should indicate whether the traffic analyses conducted by this methodology accounts for delays resulting from pedestrian traffic or conflicts at the intersections analyzed. Heavy volumes of pedestrians are projected in the direction to and from South Station (from this and other nearby projects) and Dewey Square itself experiences considerable pedestrian traffic.

The Central Artery Impact discussion (pg. 6.1-52) is inadequate. More detail analysis is needed to show the impact on Central Artery traffic, level of service, congestion, etc. of the additional traffic generated by the 125 High Street project, including capacity impacts on ramp merges and weaves and effects on adjacent surface intersections (e.g., Atlantic/Northern Ave.).

The discussion of the Dewey Square TSM Alternative B (pg. 6.1-57) should indicate the effect on LOS levels with implementation of this alternative, particularly the reversal of High Street, on the affected intersections.

In Table 6.1-27, should not the "15" under B (Vehicle Trips: A.M. in (goal)) be "215?"

The differences in volumes and V/C ratios between the 125 High Street report and the Fan Pier/Pier 4 FEIR are explained (pp. 6.1-90, 91). The Final EIA should evaluate the effect of the use of different analysis techniques on the accuracy of the future predictions (i.e., which study is the more accurate?). In addition, the Fan Pier/Pier 4 development program (Table 6.1-16) and vehicle trip generation numbers (Appendix A) are substantially different from the corresponding information in the Fan Pier/ Pier 4 FEIR. This discrepancy should be resolved in the FEIR.

Transit

The data given in Tables 6.1-2 and 6.1-3 on rapid transit capacity, headways, ridership, etc. are, in some cases, significantly different from the same data presented in the 125 Summer Street EIR. This difference should be explained (it is assumed that the ridership differences are due to use of a V/H survey rather than MBTA data).

The rapid transit impact discussion (pg. 6.1-62) should also include an analysis of the impact on the Red Line at South Station from the additional trips (background and project) which would use the Red Line to access the Green Line at Park Street.

Parking

Although the Parking in Central Boston report did state that only 16.7% of the trips generated by the Travelers Building arrive by auto (pg. C-5), this percentage was based on a 1980 Downtown Crossing survey which presumably included non-work trips as well. A later (1982) survey of employees conducted by the City of Boston indicated a significantly higher (42.9% auto use (pg. B-5)). Also, the NET survey (Appendix B of the DEIA) shows only a 66%, not 78%, use of public transportation. Further justification of the use of the 30%/70% auto/transit mode split, therefore, will be required, in the light of the above data (pg. 6.1-24).

The Boston Fire Department, in their comment letter, has indicated that a minimum of 30 parking spaces will be required for fire department personnel. The DEIA states that 25 spaces would be reserved for the department. The Final EIA should present a resolution of this parking issue.

The parking analysis (pg. 6.1-70) apparently considers the 125 public spaces as long-term spaces. Should not these spaces be considered as short-term spaces, especially since it is noted in the Parking Supply Management section (pg. 6.1-79) that restrictions will be placed on the use of these spaces to promote short-term use? Thus the long-term (employee) deficit would be 320 spaces rather than 195 spaces and the short-term deficit 140 spaces, for a total deficit of 460 spaces (as noted). The City of Boston (Traffic and Parking) has expressed concern that a mix of both long- and short-term on-site parking be provided.

Pedestrian Analysis

The pedestrian LOS analysis should be included, at least in the appendix.

The Final EIA should briefly summarize the methodology used to determine pedestrian level-of-service. Does this methodology include the effects of driveways and street intersections? If not, what would be the effect?

6-2 Wind

The quantitative (hot-wire) wind impact analysis was based on a previous design for the 20-story office building. The current design is a building that is somewhat longer along Oliver Street. The Final EIA should indicate the extent of any change in wind impact, particularly in the vicinity of Oliver Street, due to the redesign of the office building.

The Wind section of the EIA does not describe the wind standards used by the BRA to evaluate the acceptability of pedestrian level winds in the vicinity of the project. These safety/comfort criteria should be included in the Final EIA together with an analysis as to whether the project meets these standards and an evaluation of the projects' impact on various forms of pedestrian activity.

The erosion study (pg. 6.2-5) indicated that sealing some of the openings in the arcade at the corner of Pearl and High Streets would be effective in reducing high flows through the arcade. The Final EIA should indicate whether this design change has been made and whether it was analyzed in the hot-wire study.

Although there seems to be good agreement between the 125 High Street wind study and the Peterka and Cermak study of International Place for locations close to the International Place project, in most instances P&C's results are higher than those for 125 High Street, in some cases substantially higher. What is the explanation for this?

With respect to seasonal variation, the report indicates (pg. 6.2-20) that winter wind speeds are close to annual speeds. However, most other wind studies in Boston have indicated winter winds to be approximately 10% greater than the annual speeds. The Final EIA should give an explanation of this difference (the other seasons compare favorably).

The results of the wind study (Table 6.2-1) show that with the 30-story building alone there would be two violations of the BRA standard (stations 8 and 13) and with full development one violation (Station 9). Therefore mitigation measures will be required (since the project is responsible for these exceedances, which do not exist without the project). Both Stations 8 and 9 are critical locations since they are entrances to 125 High Street and International Place respectively. The Final EIA must propose measures to mitigate these excessive winds.

On Table 6.2-3 the last two columns need to be labeled.

In Appendix B-1 the photographs of the sand scour patterns are very poorly reproduced and impossible to read. Clearer photographs are required for the Final EIA.

6.3 Shadow

The winter description of noontime and mid-afternoon shadow effects is reversed (pg. 6.3-5).

The statement on pg. 6.3-6 (para. 3) that the project would have no impact on the Custom House District is incorrect (see the following paragraph). In addition, the summary should note also the spring/fall impact on Post Office Square Park.

6.6 Air Quality

The air quality analysis indicates a potential violation of National and State standards at the Congress and Purchase Streets intersection, which could be minimally exacerbated by the project. This violation is based on the assumptions used in the analysis, which the EIA indicates would not occur were different assumptions used. Nonetheless, the values would be sufficiently close to the standards to cause some concern and the need to explore further mitigation measures. Moreover, Table C.5 in the Appendix shows that a vehicular speed of 20 mph was used to determine composite CO emission rates, but Worksheet 1 indicates a speed of 17 mph was used in the analysis. This discrepancy should be explained in the Final EIA, as well as the effect (if any) on the resulting analysis of CO concentrations.

6.8 Utility Systems

The discussion of the sewer system does not adequately describe the existing system bordering the site nor does it indicate the adequacy of the existing system to handle loads from the project (as well as other existing/proposed (e.g., International Place) projects). No analysis has been included to determine the project impact. The Final EIA should provide this impact assessment.

The DEIA fails to mention the new 15" storm drain in Oliver Street built by the proponents of International Place, which presents the opportunity for the extension of sewer separation to the 125 High Street site. More detailed study of the potential for the separation of storm and sanitary flows should be included in the Final EIA.

The discussion regarding water supply impacts also is inadequate and does not respond to the Scope requirements. There is no discussion of the water service system serving the project site, of its adequacy, and of the project's impact on the capacity of the system to serve the project (as well as other existing and proposed projects in the area). Mitigation measures to reduce water demand also should be described. In addition, the total water consumption requirements, including cooling water, should be given in the FEIA.

6.10 Historic Landmarks

The Boston Landmarks ratings for the existing buildings on the site should be included, as required in the EIA scope (pp. 6.104, 2).

Both the Boston Landmarks Commission and the Boston Preservation Alliance (BPA) have expressed concern about the potential impact of the project on the historic Richardson Block on Pearl Street. The BPA also commented on the historic compatibility of the pedestrian areas surrounding the site. The Final EIA should respond to both of these issues.

The technical corrections included in the Boston Landmarks letter should be incorporated into the Final report.

6.12 Construction Impacts

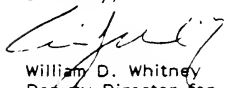
Air quality impacts of the demolition phase were not discussed in the air quality section of the EIA (pg. 6.12-2).

Also, this section does not discuss construction staging areas or pedestrian safety during construction, as required by the Scope. These items should be added to the Final EIA.

As you are aware, the approval of this project is contingent upon the submission of a satisfactory Final EIA for public review, as well as a commitment to mitigation measures the Authority deems necessary to minimize adverse environmental effects identified in this environmental review process.

I thank you for your cooperation and look forward to the receipt of the Final document.

Sincerely,



William D. Whitney
Deputy Director for
Development and Urban Design



The Commonwealth of Massachusetts

Office of the Secretary of State
Michael Joseph Connolly, Secretary

Massachusetts Historical Commission
Arlene A. Talmage
Executive Director
State Historic Preservation Officer

January 5, 1987

Stephen Coyle
Boston Redevelopment Authority
One City Hall Square
Boston, MA 02201

RE: 125 High Street, Boston

Dear Mr. Coyle:

The staff of the Massachusetts Historical Commission have reviewed the Draft Environmental Impact Assessment for the proposed development at 125 High Street. The project is adjacent to the Custom House Historic District, which is listed on the State and National Registers of Historic Places. The project site abuts the Richardson Block which has been nominated to the National Register of Historic Places. The three properties at the corner of Purchase and Oliver Streets, which are a component of the proposed development, have been determined to be potentially eligible for nomination to the National Register by the Boston Landmarks Commission.

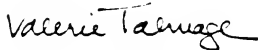
The Draft EIA partially lists the historic resources within the project impact area. The report states "various aspects of the project have been planned to mitigate the effects of new construction on historic resources within the project area." However, these measures were not expounded upon. Massachusetts Historical Commission has concerns about the cumulative effort of new construction on the diminishing historic resources in downtown Boston. The Draft EIA does not describe any measures which would avoid or mitigate these adverse effects.

The staff commends the proposed rehabilitation of the three buildings at 105 and 109 Purchase Street and 127-133 Oliver Street. It is recommended that the work be done in a historically sensitive manner and in conformance with the Secretary of Interior's Standards for rehabilitation.

These comments are offered to assist in compliance with MEPA and M.G.L., Ch. 9, ss 26-27C (950 CMR 71.00).

If you have any questions, please contact Maureen Cavanaugh at this office.

Sincerely,



Valerie A. Talmage
Executive Director
State Historic Preservation Officer
Massachusetts Historical Commission

cc: Boston Landmarks Commission
Boston Preservation Alliance
MEPA

VAT/MC/dr



January 6, 1987

D-9

Mr. William D. Whitney

January 6, 1987

Page 2

Artery and the portal of the exit ramp which is to reach grade at Pearl Street and the probable need to provide for up to three lanes of southbound surface traffic will require the widening of Purchase Street. Accordingly, the depressed Central Artery project may encroach on the 125 High Street site as presently proposed. MDPW staff have met with the project developers and attended the December 17, 1986 meeting of the Traffic Liaison Committee to express the CA/THT unit's concern about this conflict.

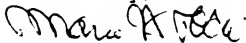
In addition, we have real concern about locating the new fire station and the only garage ingress/egress on Purchase Street. This fire station is and will continue to be extremely active throughout the day and could have a significant impact on the flow of traffic on Purchase Street. The traffic in and out of the 850 car garage in AM and PM peak hours could also create serious problems for movement on Purchase Street.

Construction planning of both projects requires early coordination to avoid conflict. Purchase Street would be reduced to one lane at Oliver Street when the excavation support wall for the box tunnel ramp section is under construction. Since the project schedule calls for opening of the southbound Artery in 1996, active construction would be underway adjacent to the 125 High Street parcel for about three years. The multi-year reduction of Purchase Street to a single lane could create some very difficult problems for the operation of both the fire station and the parking garage.

Now is the time to coordinate design requirements for both projects. We invite the Prospect Company to meet with MDPW staff and our consulting engineers to inspect our current plans and to discuss mutually acceptable accommodations. Please call Robert Snowber, agency Liaison Manager for B/PB, at 350-0049 to arrange the meeting.

We appreciate the opportunity to review the DEIA for the 125 High Street Project.

Sincerely,



Mario H. Tocci

DIRECTOR I-90/I-93 PROJECT

MHT:MRB:rm

cc: M. Coogan, Undersecretary/EOTC
M. Mirsky, Project Manager - B/PB
Chief Paul Cook/Boston Fire Dept.
W. David McGary/Spaulding & Slye
R. Dimino/Boston Traffic and Parking Dept.
Steve Davis/EOEA/MEPA

Boston

Raymond L. Flynn, Mayor

Jan. 12, 1987

Secretary James S. Hoyte
Executive Office of Environmental Affairs
100 Cambridge St.
Boston, MA 02210

ATTN: MEPA Unit

RE: 125 High St. Draft Environmental Impact Report

Dear Secretary Hoyte:

This department has reviewed the above DEIR, and would like to submit the following comments. The proposed development represents a significant addition of commercial office space in the downtown. It is important that the traffic impacts be correctly estimated, and that the project design minimizes adverse effects.

The report's assumptions regarding transit use, although ambitious, are generally reasonable and in line with other estimates made in connection with projects in the Financial District. However, the compilation of background development includes some projects, such as South Station Phase III, whose size and development schedule are not yet determined, and which in fact may not be constructed at the stated scale in 1994. These assumptions create a background scenario against which the impacts of the proposed project create a smaller percentage increase than if less development was assumed.

The most serious impacts of the project are likely to be at the intersection of Congress and Purchase Streets. Given that the level of service at this intersection is projected to be at "F" in 1994, with a volume/capacity ratio of 1.25 in the no-build scenario, the volume that this project would add represents a significant deterioration in an already unacceptable situation.

The City of Boston is concerned, both as a policy and an environmental issue, with the shortage of short-term parking spaces downtown. In reviewing the Access Plan for this project, the City will endeavor to arrange for the provision of a mix of long- and short-term on-site parking.

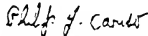
Richard A. Dimino, Commissioner, Traffic and Parking
City of Boston/City Hall Square/Boston, MA 02201



I am in receipt of a letter dated January 6 from Mario Tocci, director of the I-90/ I-93 project, which outlines the needs of the Central Artery depression to take land along the Purchase St. frontage of this property in order to accommodate ramp design. The proponent has been informed of this situation. If further communications between the proponent and the I-90/I-93 engineers result in a redesign of this project, it is important that the solution take account of the needs of the Fire Department for rapid egress from the station located on the project site.

Thank you for the opportunity to comment on this DEIR. We look forward to reviewing the Final EIR, and to working with the proponents toward approval of their Access Plan.

Sincerely,

for 

Richard A. Dimino
Commissioner

Boston

January 6, 1987

Mr. William D. Whitney
Deputy Director for Development and Urban Design
Boston Redevelopment Authority
One City Hall Square
Boston, Mass. 02201

Re: 125 High Street Project

Dear Mr. Whitney:

We have reviewed the Prospect Company's Draft Environmental Assessment Report paying particular attention to areas pertaining to the fire station.

Most of the data, although appreciated, is of no direct concern to the Fire Department. However, your attention is directed to the several references to parking and in every case mention is made of 25 parking spaces for fire department personnel. As discussed with you earlier, a minimum of 30 spaces is required. The 30 is a compromise from our actual needs which approximates 40 spaces. We will insist on 30 spaces - which must be controlled by card entrance or some other security system that will assure they are always available only to Fire Department personnel and not used even temporarily by others.

Your attention is also directed to page 6.12-4 of Section 6.0 - Environmental Impact Analyses. Under 6.12.4 "Other Construction Impacts", the second subparagraph reads, "the new fire station will occupy portions of the first three floors". As you know, the Fire Department prefers one floor fire stations for safety reasons (eliminates sliding poles, etc.) but recognizing the value of space in downtown Boston we are amiable to two floors. We are aware the design of this station into another building is unique and involves unconventional considerations. We ask for additional discussion relative to a three story fire station.

Some of the drawings would indicate that the structure housing the fire station will overhang the required 45' apron in front of the apparatus floor. It is not clear if there are to be support columns for this overhang but we would point out that for the most part the apron should be clear of any obstructions. Support columns at the extremities of the apron would be acceptable.



January 6, 1987

Page 2 of letter to Mr. William D. Whitney
Boston Redevelopment Authority

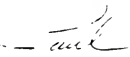
Re: 125 High Street Project

The other comment the Fire Department has is regarding the demolition of the present Traveler's building. Implosion is mentioned as a possible alternative. This would require close coordination with the Fire Prevention Division relative to blasting permits, bonding, etc. I am sure you are aware of this.

Thank you for including the Fire Department in each phase of the planning.

Sincerely,

BOSTON FIRE DEPARTMENT



Paul F. Cook
District Fire Chief
Planning & Logistics Division

PFC/st

CC: Commissioner Stapleton

**Boston Water and
Sewer Commission**



10 Post Office Square
Boston, Massachusetts 02109
617-426-6046

January 9, 1987

Mr. William D. Whitney
Boston Redevelopment Authority
Boston City Hall
One City Hall Square
Boston, Massachusetts 02201

Att: MEPA Unit

RE: 125 High Street
Draft EIR

Dear Mr. Whitney:

The Boston Water and Sewer Commission has reviewed the Draft Environmental Impact Report submitted for the above-referenced project. The following is a summary of our comments:

1. The Report does not adequately describe the existing sewerage system bordering the site. There was no discussion of either the existing capacity or the existing usage of the system. There also is no discussion of the effects of the proposed development on the existing system.
2. The project proponent does not mention that the Boston Water and Sewer Commission has a new 15" storm drain in Oliver Street built by the proponents of International Place. The Boston Water and Sewer Commission feels that this presents the opportunity for the extension of sewer separation to the proposed site.
3. There is no discussion of the existing water system in the Report. There also is no substantial discussion of the water demand for the proposed development in the report, including makeup water for air conditioning.
4. The Boston Water and Sewer Commission is concerned about the proposed use of the implosion method of demolition for the site. Restrictions will have to be imposed to ensure no adverse affect to our utilities.



Secretary James Hoyte
January 9, 1987
Page Two

In summary, the Boston Water and Sewer Commission feels that the Draft EIR for 125 High Street does not adequately describe the existing utilities servicing the site or the potential for separation of storm drainage. The Report also does not describe at all any impacts of the proposed development on the existing utilities.

If you have any questions, please do not hesitate to call.

Very truly yours,

Charles Button

Charles Button, P.E.
Chief Engineer

CB/FD/gf

cc: M. O. Yates-Berg, Hale & Dorr



December 19, 1986

Boston Landmarks Commission

City of Boston
The Environment
Department

Boston City Hall Room 805
Boston, Massachusetts 02201
617 725-3850

William Whitney
Boston Redevelopment Authority
City Hall
Boston, MA 02201

Dear Bill:

Our staff has reviewed the Draft Environmental Impact Assessment for 125 High Street.

There are a few technical corrections for Section 6.10 that should be included in the final report and are listed below. All the material is included in the 1980 draft summary of findings of the BLC's Central Business District Preservation Study.

Two principal examinations are not included. First, the report does not include any archaeological assessment whatsoever and should do so. Second, in omitting the Richardson Block (properties nominated to the National Register) from the properties in the environs of the project, obviously no assessment of the impact of the tower on these largely marble fronted mercantile buildings is included.

The beneficial impacts on the three remaining properties of the Oliver/Purchase district are numerous. Retaining and rehabilitating these increasingly rare late 19th c. structures is a central feature of the project. The massing, scale, and design of the new components and the overall relationship to these smaller structures does not overwhelm them or give them a sense of inferiority. Two of the structures have been poorly modernized in the past, and these conditions will be reversed.

Sincerely,

Judith B. McDonough
Executive Director
Boston Landmarks Commission
Environment Department

cc: MHC

The following properties should be added to Section 6.10.2 and its map.

The Richardson Block, 113-151 Pearl St., has been nominated to the National Register; as some owners have objected, it is undergoing technical scrutiny and revision for eligibility consideration.

Russia Wharf Buildings, Congress St. listed in the National Register.

The Telephone Co. Building, 185 Franklin St.

State Street Bank Building, 75 Federal St.,

These structures are within the project impact area (based on the map at 6.10-4) and are all identified by the BLC as structures that potentially meet NR criteria in the Draft Summary of Findings of 1980.

On p. 6.10-3 the Old Federal Reserve Bank is a Boston Landmark, as is the U.S. Custom House, p. 6.10-5.

BOSTON PRESERVATION ALLIANCE

January 5, 1987

Mr. William D. Whitney
Deputy Director for
Development & Urban Design
Boston Redevelopment Authority
City Hall
Boston, MA 02201

Dear Mr. Whitney:

The Boston Preservation Alliance has had the opportunity to review the Draft Environmental Assessment Report for the 125 High Street Project.

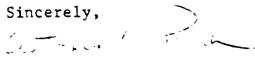
The Alliance fully supports the retention of the three Post Fire of 1872 buildings on the site.

The Alliance does, however, have concerns about the affects of the proposed new construction on the historic Richardson Block located on Pearl Street. This row of buildings is on the National Register of Historic Places and is rated a category #3 in the Boston Landmark Commission's Central Business District Survey. The Proposal as presented calls for a minimal set-back on Pearl Street. The Alliance recommends a 50' cornice height on the new construction with a minimum set-back of 30' from the facade on Pearl Street. This greater set-back would alleviate the negative impacts, both visually and physically, created by a new tower on this historically significant Richardson structures.

The pedestrian area surrounding the site should also be consistent and historically compatible. We would suggest acorn lighting. In addition, the sidewalks in this area were predominantly granite and, if possible, should be replaced with the same.

The Alliance is continuing its discussions with the developer on these issues. Please keep us apprised of any changes.

Sincerely,



Antonia M. Pollak
Executive Director

AMP:ks

191 Hamilton Street
Cambridge, Mass. 02139
January 11, 1987

COMMENTS ON DRAFT ENVIRONMENTAL IMPACT ASSESSMENT
REPORT FOR THE 125 HIGH STREET PROJECT

To : Boston Redevelopment Authority/The Prospect Company

From : Stephen H. Kaiser 

I have reviewed the transportation and wind sections of the report and offer the following comments :

1. The scope provides a fairly complete list of items to be covered in the EIR, but in a general way which is not clearly site-specific. For example, the project study area should be defined to include all key bottlenecks affecting traffic circulation to and from the site.
2. Site impacts should have considered congestion on the Central Artery in more detail, most notably capacity impacts on ramp merges and weaves. Earlier studies (such as Commonwealth Pier) considered the effects of the ramp merge from Northern Avenue onto the Artery. With the added new development in the area, the functioning of these ramp merges and the backups into the Atlantic/Northern Avenue intersection (whether signalized or not) presents a critical circulation issue.
3. The report projects high levels of traffic demand in excess of available capacity for both the No-Build and Build conditions in 1994. Because actual traffic volumes cannot exceed capacity, what are the actual estimated 1994 traffic FLOWS in the area, allowing for diversions to other routes, times, etc. Stated in different terms, how is the excess demand handled by the system : diversions, vacancies, ride-sharing, transit, etc.? Some delays are shown as 60+ seconds. What was the actual calculated delay? What are present measured peak hour delays at intersections in the area?
4. The year 1994 is set as the completion year for the Third Harbor Tunnel, and the report indicates that 5% of the site traffic would use this route. I understand that 1994 is the optimistic goal for the tunnel : what happens if there is a delay in completion of either the tunnel or its ramp connections at either end, so that the tunnel is not operational in 1994?
5. While the new tunnel is targeted to become operational in 1994, the Depression of the Central Artery will -- according to present plans -- be under construction in 1994. How will this construction affect the capacity of the the Central Artery (from the present Dewey Tunnel up to Marketplace Center) and the intersections within the study area of the report?

6. There has been considerable construction in the Dewey Square and Summer Street area of the city in recent years. How do recent (1985-86) counts compare with counts several years ago, prior to construction? The MBTA construction in particular has produced significant delays in the area, with resultant reductions in volumes of traffic actually moved through the area.
7. The TRANSIT capacity measurements are a notable initiative over earlier studies which were based entirely on theoretical calculations of loading and schedules. The 500 Boylston Street project report estimated capacity as 11,160 passengers per hour in one direction. The present report, on the basis of Fall 1986 measurements at Arlington Station, shows a capacity of only 7,500 pass/hr., yet estimated ridership is 10,000 pass./hr., again based on Fall 1986 measurements. How could the same measurements show such a difference between capacity and counted ridership? The equivalent V/C is 1.33, so there must be a 33% error in the calculation. It is likely that the Green Line capacity with a virtually 100% LRV fleet will be in the range of 150-170 pass/car, rather than the 130 average (which applied to the mixed fleet of several years ago).

Because our understanding of both the Red and Green Lines is very fragmentary, I would urge that there be a compilation of counts covering enough years to indicate what actual capacities have been achieved in past years. In 1926, prior to either PCCs or LRVs, there were 14,000 pass./hour one-way at Kenmore on the Green Line, and a 1971 count showed the Arlington count to be 10,918. The biggest drop in system ridership occurred around 1981, but by 1983 had recovered to 9,000. By November 1984, the Green Line at Arlington operated at 59 second headways, with 80 cars carrying 10,403 passengers. The current report lists peak ridership as 10,000 pasa/hour.

Similarly, we need a chart of ridership trends on the Red Line. The existing figure of 7,100 Red Line riders on the Harvard Branch must reflect the severe disruptions of ongoing track and station reconstruction. The transit analysis should develop a scenario of undisturbed service for 1994 conditions.

For all lines data is needed for the average number of trains scheduled for service in the peak hour and the number of trains actually on the line. The capacity of the Red Line appears to have been increased by 50% because of the use of 6-car trains, but the system will likely be limited by the number of available cars. The Red Line capacity assessment should consider the effects of both the Alewife Extension and the added cars to the existing Red Line fleet.

Does the Orange Line have enough cars to operate 6-car trains at 4.5 minute headways?

8. Given the severe access problems of V/C saturation and parking shortages associated with the numerous Dewey Square and South Boston development sites and the very primitive state of transit planning in the area, the Final EIR should present an exemplary analysis of transit operations and mitigation potentials.

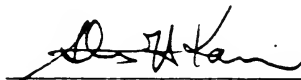
8. The Wind results are not presented with great clarity. There should be clear presentation of the comfort/safety criteria for wind velocities, and a priority listing of wind speeds at the various locations within the project. Each site should also include some notation regarding the likely volumes of pedestrian activity in the area. How accurate are the models? How closely can a wind tunnel model produce measured wind speeds which match similar prevailing winds for existing site conditions? Is the likely error 10%, 20% 30%?

Boston is a special location because of its generally positive and practical walking environment, yet it also suffers from high winds and a litter problem. What are the wind standards peculiar to Boston which the BRA recommends and does the project (with allowance for modeling errors) come close to meeting these standards?

9. What are the total pedestrian volumes heading towards Dewey Square? Figs. 6.1-6 and -17 show an increase of about 2900 pedestrians between existing 1986 PM and 1994 PM Build, including all developments. Does this mean there will be an additional 3,000 pedestrians going through Dewey Square in the peak hour? Did the traffic analysis take into account the large influx of pedestrians circulating in the area? If so, how?

The pedestrian levels of service appear to be based on movement along sidewalks without driveways or intersections. What is the effect of driveways and intersections on pedestrian levels of service?

10. What sort of mitigation is being proposed for traffic, parking, pedestrians and transit?



Stephen H. Kaiser

Exhibit E
to
Cooperation Agreement
for
One Twenty Five High Street

Certificate of Compliance of BRA
Re: Final Environmental Impact Assessment

[To be supplied upon execution of the within agreement]

Exhibit F
to
Cooperation Agreement
for
One Twenty Five High Street

DEVELOPMENT REVIEW PROCEDURES

CITY OF BOSTON
Raymond L. Flynn, Mayor

BOSTON REDEVELOPMENT AUTHORITY
Robert L. Farrell, Chairman
Joseph J. Walsh, Vice-Chairman
James K. Flaherty, Treasurer
Clarence J. Jones, Vice-Treasurer
Michael F. Donlan, Member
Kane Simonian, Secretary
Stephen Coyne, Director

1985, Revised 1986

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INTRODUCTION

As the city's planning and development agency, the Boston Redevelopment Authority (BRA) functions as a coordinator for development projects and has direct responsibility for reviewing development proposals. The BRA's review authority covers a wide range of projects. Projects may require zoning review initiated by a request for a building or occupancy permit from the Inspectional Services Department (ISD), review of financing mechanisms such as Chapter 121A, Commercial Area Revitalization Districts (CARDs), and Urban Development Action Grants (UDAGs), and review of proposals for publicly owned land.

The BRA reviews proposals for their overall viability and expected benefits to the city. Review criteria may vary depending on location, type, and size of the project. Design criteria include specifications for building height, massing, materials, and other guidelines to preserve Boston's history and character. Environmental concerns which are assessed include a project's impacts on sunlight, daylight, wind, groundwater, and air and water quality, both during construction and upon completion. Effects on surrounding neighborhoods, displacement, and community participation are also considered in the review process. Transportation review is concerned with the impacts of additional traffic, parking and loading, and examines proposed changes to rights-of-way or physical changes, encroachments on public space, curb cuts, and requirements of the Boston Air Pollution Control Commission, if applicable. Review criteria are included in the Zoning Code and planning documents.

This booklet outlines the BRA's review process, describes the sources which initiate the BRA's various review functions, outlines the stages of its review, and provides a comprehensive list of submission requirements and development review fees. Projects vary in size and complexity; therefore not all requirements are appropriate to all projects. For example, requests for zoning actions to construct a three-unit dwelling require a review quite different than that for a multi-story commercial project. The extent of the review is defined at an initial meeting between the developer and BRA staff.

Before construction on any project commences, a building permit must be obtained from ISD which is responsible for enforcing the Zoning Code, the Massachusetts State Building Code, and other laws and ordinances relating to building construction and occupancy.

The Massachusetts Environmental Policy Act (MEPA) requires a state review of certain projects to evaluate their environmental impacts. Because MEPA applies to a number of projects which undergo BRA reviews, MEPA's authority and procedures are outlined in Appendix 4.

BRA DEVELOPMENT REVIEW PROCEDURES

To evaluate the quality and appropriateness of a proposal based on objectives stated in plans, guidelines, and regulations governing development in Boston, the Boston Redevelopment Authority conducts a four-stage review process. This review is conducted by BRA staff from its design, development, planning, transportation, environmental, zoning, and engineering departments. The staff is assisted on a project by project basis by citizen advisory groups, the Boston Civic Design Commission, professional associations, and other constituencies. The time-frame for development review and the sequence of phasing may vary depending on the complexity of the project.

Concurrent with the design review of a project and prior to project approval, developers may be required to formulate (1) an access plan which outlines how adverse traffic impacts will be mitigated; (2) an affirmative housing plan; and (3) an employment plan. The submission materials and circumstances under which such plans are required are outlined in the following section entitled "Submission Requirements".

Step One: DEVELOPMENT CONCEPT

Projects are either privately or publicly initiated and the first step in development review varies accordingly. For a privately initiated project, the developer contacts the BRA with a letter of interest which briefly describes the project. The BRA meets with the developer to discuss the development concept, government regulations and procedures, and submission requirements appropriate to the project from the comprehensive list included in this document.

Publicly initiated projects include the disposition or leasing of city- or BRA-owned property which, because of size and location, require development review by the BRA. At the request of the city for city-owned property or at its own behest for BRA-owned property, the BRA may prepare a developer's kit for a specific site, outlining the development concept and guidelines. A request for proposals to develop the site is usually publicly advertised. The applicants are interviewed and the proposals are reviewed by the BRA. For projects proposed in a neighborhood setting, community representatives are notified. Based on the evaluation, the BRA grants tentative designation to a developer for BRA-owned property, or for city-owned property recommends a developer to the Real Property Board or Public Facilities Commission. From this point on, publicly and privately initiated projects follow similar review procedures. In some cases for BRA-owned property, tentative designations will not be made until after schematic review.

Step Two: SCHEMATIC REVIEW

This review is intended to secure agreement on and approval of the basic development concept prior to extensive design development. At this stage, the developer submits schematic project materials requested by the BRA. BRA staff reviews the proposal and recommends revisions. The schematic design is subject to environmental review to determine

microclimate and other impacts, and, if necessary, the project is changed to mitigate adverse impacts. During the schematic stage, various environmental impacts will be assessed, especially traffic, wind, sunlight and daylight. For large-scale projects, a draft environmental impact assessment report may be required. Simultaneously, the Boston Civic Design Commission (BCDC) reviews schematic designs to make recommendations to the Mayor and the BRA as to the Commission's approval, need for modification or further review, or disapproval of the plans. If two-thirds of the Commission votes to disapprove of the schematic design, a redesign is required. Acceptance by BRA staff and BCDC of the schematic design initiates the next stage of review.

Step Three: DESIGN DEVELOPMENT

The third phase of review is intended to secure agreement on and approval of the final design prior to extensive and detailed work on the working drawings. At this stage, financing mechanisms are refined. Applications for government subsidy programs are prepared for publicly supported projects. ISD staff shall join in the review process at this stage.

The developer submits design development materials as requested by the BRA and ISD. The materials are reviewed by BRA and ISD staff and, if necessary, modifications are requested. A final environmental review is conducted and a final environmental impact assessment report may be required.

At this stage, the BRA Board acts on development proposals to recommend appropriate zoning actions to the Zoning Commission and Board of Appeal, and to designate or recommend developers for public property. The public is invited to comment on projects. Based on BRA and ISD staff analyses and public comments, the Board recommends appropriate actions to other government entities and/or grants final designation of developers for BRA property. The timing of BRA Board actions with respect to the final designation of developers may vary. If final designation precedes any aspect of review, the developer is nonetheless bound to complete all requirements prior to the BRA's approval of contract documents.

The Zoning Commission and Board of Appeal consider the BRA's recommendations in their decisions. The Board of Appeal may condition its approval of a requested zoning action on final design review by the BRA. (Zoning Procedures, a booklet which complements this one, outlines the stages of zoning review.)

Step Four: CONTRACT DOCUMENTS

Prior to the issuance of a building permit by the Inspectional Services Department, the BRA and ISD review final working drawings and the selection of all building materials visible to the public. This review is intended to secure final agreement on and approval of the contract documents and the complete proposal.

During preparation of the contract documents, it is the developer's responsibility to notify the Authority and secure its approval of all changes from the approved design development drawings that are contemplated for site improvements, exterior facades, roofscape and interior public spaces. Progress drawings representing 50% completion of the contract documents may be required for review by the Authority.

Once contract documents have been approved and construction has begun, the only items subject to additional review will be requests for change orders in the construction. The developer must request permission to make changes from approved drawings, which may not be undertaken until such approval has been obtained from the BRA and ISD. Site visits may be conducted to ensure construction of the project is in accordance with the contract documents. After review of the project by BRA staff, a certificate of completion will be approved by the Board, certifying that the project has been completed according to the terms of the Authority's tentative and final designations. A Certificate of Occupancy must be obtained from ISD prior to occupancy of the building.

BRA REVIEW AUTHORITY

A project may require BRA review for three reasons: a request for a building or occupancy permit that requires zoning relief, the use of financing mechanisms or the leasing or disposition of public property. One or more of these reasons may be applicable to an individual project and will initiate review by the Authority.

1. ZONING REVIEW

Zoning review is initiated by a request for a building or occupancy permit. If the application complies with the Building and Zoning Codes and with other city requirements, a permit is issued by ISD. If a project plan does not comply with the Zoning Code, permission to deviate from the Code may be sought by an exception, variance, conditional use permit from the Board of Appeal after a formal letter of refusal is obtained from ISD. Following BRA staff review and Board recommendation, the Board of Appeal holds a public hearing and the zoning variance or conditional use permit may be approved.

Zoning Variances and Conditional Use Permits

To obtain a variance an applicant must demonstrate that special circumstances exist which make a property different from others in the district. The Zoning Code specifies which uses are conditional, as opposed to those which are specifically allowed or forbidden in a district. The applicant obtains a conditional use permit by demonstrating that the proposed use is suitable for its location and will not have a detrimental effect on the surrounding areas.

Special Zoning Designations

The Zoning Code defines several categories of special purpose overlay districts which include Planned Development Areas (PDAs) and Urban Renewal Areas (URAs) and Interim Planning Overlay Districts (IPODs). In these districts, the regulations specified for the base district apply, except when they are in conflict with the special regulations for a particular overlay district which then requires a special zoning designation. Special zoning designations require a zoning amendment in addition to other procedures and can be sought for PDAs and URAs.

o Planned Development Areas

PDA designation may be obtained for a project on a site of at least one acre. To effectuate a PDA designation, the BRA must approve a development plan, the Zoning Commission must adopt a map amendment, and the Board of Appeal must grant exceptions to the Zoning Code.

o Urban Renewal Subdistricts

An urban renewal subdistrict designation is only allowed within an already approved urban renewal project area. It is available only after the BRA is assured the proposal's zoning map amendment conforms with the area's urban renewal plan and with the specific requirements for development of the particular subdistrict.

o Interim Planning Overlay Districts

An interim Planning Overlay District is a zoning mechanism used to control development while changes to the Zoning Code are being reviewed and debated. IPODs will prohibit the construction of new buildings inconsistent with the proposed Zoning Code changes.

The interim overlay zoning stays in place for only a limited time. If, during the interim period, the original zoning is changed, then the new zoning will control development at the end of the interim period. If no change occurs, the zoning reverts to the previously existing zoning.

Development Impact Projects

A request for a variance, conditional use permit, exception, and zoning map or text amendment triggers the need for Development Impact Project approval if the project is 100,000 square feet or more of commercial space. Developers of such projects are required to make a development impact payment to the Neighborhood Housing Trust or to contribute to the creation of low and moderate-income housing in the city.

Development Impact Project (DIP) Plans must be submitted to the BRA for staff review, and subsequently presented to the BRA Board at a public hearing. If the Board approves the plans, the developer enters into a Development Impact Project Exaction Agreement with the BRA. Under the requirements of the city's Zoning Code, the Board of Appeal and the Zoning Commission can not approve a project until the Authority certifies that a DIP Agreement has been executed.

2. REVIEW OF FINANCING MECHANISMS

The BRA has review authority for three types of financing mechanisms to be used to allow developments which provide public benefits to the city. These financing mechanisms include Chapter 121A, Commercial Area Revitalization Districts (CARDs), and Urban Development Action Grants (UDAGs).

Chapter 121A

Under M.G.L., Chapter 121A and Chapter 652 of the Acts of 1960, the BRA, with the approval of the Mayor, has the power to approve applications for the formation of non-profit, limited dividend or cooperative entities for the purpose of redevelopment in a blighted, open, decadent or substandard area. Chapter 121A essentially offers a tax incentive to build in a blighted area.

Chapter 121A provides for 15 years exemption from taxation on real and personal property. The corporation instead pays a Section 10 excise tax of 5 percent of gross income and \$10 per \$1000 of fair cash valuation to the Commonwealth of Massachusetts. Section 6A payments agreed upon by the corporation and the city are paid directly to the city. Following a BRA staff review, public hearing, and BRA Board approval, the application goes to the Mayor for approval.

Commercial Area Revitalization District

The BRA is responsible for administering the state-assisted grant program, Commercial Area Revitalization District (CARD). Through the CARD program, economic development incentives are made available to commercial and industrial enterprises for development projects and the leasing of new facilities.

To be eligible, a development project or leasing program must be located in a CARD. A CARD may be located in either neighborhoods or the downtown core. The incentives for commercial enterprises to locate in a CARD include below market interest rate Industrial Revenue Bonds, mortgage insurance on a portion of the total project financing, and a net income deduction and tax credit to be applied to state corporate excise taxes which are owed by a commercial enterprise certified as an eligible business facility by the State Job Incentive Bureau.

As the city planning agency, the BRA conducts a financial analysis to determine if the project requires an Industrial Revenue Bond to be economically feasible and if it fits into the CARD plan. Following staff review and approval, a letter of approval is sent to the Boston Industrial Development Finance Agency which issues and approves the Industrial Revenue Bond.

Urban Development Action Grants

An Urban Development Action Grants (UDAG) is a financing mechanism which assist developments requiring public assistance by supplementing the private investment. UDAGs are primarily used for leveraging private investment and job creation. To be eligible for a UDAG, the project must have definitive financial commitment by a private investor and must include housing and community development or economic activity. City of Boston policy stipulates that UDAG funds are made as loans rather than grants. The loan repayments are used for neighborhood economic development projects throughout the city.

The BRA plays a strong role in UDAGs in design and environmental review and the preparation of the UDAG proposal. The City Council gives final approval, prior to the Department of Housing and Urban Development submission.

3. REVIEW FOR THE LEASING AND DISPOSITION OF PUBLIC PROPERTY

The selling or leasing of public property may initiate development review by the BRA. For certain BPA and city-owned parcels, the BRA prepares developer kits which outline design and development guidelines. To formulate guidelines for some parcels, the BRA seeks the assistance of community groups and the Boston Society of Architects. The BRA then makes a request for proposals and reviews the submissions received. A tentative designation is recommended for the most appropriate proposal. The proposal is then subject to the extensive review process described on pages 2-4, similar to that of privately-initiated projects. At its completion, the developer is granted final designation.

SUBMISSION REQUIREMENTS

Following is a comprehensive list of BRA submission requirements. Developers of large projects, typically those greater than 100,000 square feet in size, would be required to provide much of this information. Smaller proposals would provide only the information appropriate to their context and complexity, as defined by the BRA. Financing mechanisms, such as Chapter 121A, CARD, and UDAG programs, have additional requirements which are defined in other booklets. ISD requirements may be obtained from that department.

In addition to full-size scale drawings, 5 copies of a bound booklet containing all submission materials reduced to size 8½ x 11, except where otherwise specified, are required. For projects to be reviewed by the Boston Civic Design Commission, 10 booklets containing the applicant information and the design submission materials are required.

I. Applicant Information

A. Development Team

1. Names
 - a. Developer (including description of development or Chapter 121A entity)
 - b. Attorney
 - c. Project consultants
2. Business address and telephone number for each
3. Designated contact for each
4. Description of current or formerly-owned developments in Boston

B. Legal Information

1. Legal judgements or actions pending concerning the proposed project
2. History of tax arrears on property owned in Boston by development team
3. Property Title Report including current ownership and purchase options of all parcels in the development site

II. Financial Information

(See Appendix 1 for sample forms.)

- A. Full disclosure of names and addresses of all financially involved participants and bank references
- B. Nature of agreements for securing parcels not owned by prospective developer

- C. Development Pro Forma
- D. Operating Pro Forma
- E. Sales Pro Forma
- F. Additional financial information pertinent to Chapter 121A, CARD, and UDAG applications

III. Project Area

- A. Description of metes and bounds of project area
- B. For Chapter 121A, CARD, UDAG, statements of fact establishing the need and rationale for such a designation (as required in their procedures)

IV. Relocation Information

- A. Statement by applicant concerning applicability to project of any Federal or State Relocation Regulations, and Citation of Regulations believed applicable
- B. If Chapter 121A, 121B or Chapter 79A is applicable then a statement is required that relocation information and relocation plan will be submitted under separate cover in accordance with Chapter 121A, 121B or Chapter 79A requirements.
- C. For projects not covered by federal or state programs containing relocation regulations, the following information:
 - 1. Number of units in building(s) to be demolished or vacated
 - 2. Number of occupied units, by type, per building
 - 3. Tenure of occupants (owner/tenant/sub-tenant)
 - 4. Name and address of each occupant (owner or prime tenant)
 - 5. Information on size and monthly costs:
 - a. Residential unit - number of rooms, bedrooms, and monthly rent, indicating included utilities
 - b. Non-residential - gross square feet of area, number of floors, including ground floors and monthly rent, indicating included utilities
 - 6. Length of occupancy of current occupant in unit (and building if greater)
 - 7. Estimate of the total number of small businesses
 - 8. Number, if any, of minority households or businesses displaced

9. Net increase or decrease in number of units:
 - a. Total number of housing units proposed
 - b. Reduction in rent controlled units

V. Project Design

A. Phase I Submission: Project Schematics

1. Written description of program elements and space allocation for each element
2. Neighborhood plan and sections at an appropriate scale (1" = 50' or larger) showing relationships of the proposed project to the neighborhood's:
 - a. massing
 - b. building height
 - c. scaling elements
 - d. open space
 - e. major topographic features
 - f. pedestrian and vehicular circulation
 - g. land use
3. Black and white 8"x10" photographs of the site and neighborhood
4. Sketches and diagrams to clarify design issues and massing options
5. Eye-level perspective (reproducible line drawings) showing the proposal in the context of the surrounding area
6. Aerial views of the project
7. Site sections at 1" = 20' or larger showing relationships to adjacent buildings and spaces
8. Site plan at an appropriate scale (1" = 20' or larger) showing:
 - a. General relationships of proposed and existing adjacent buildings and open space
 - b. Open spaces defined by buildings on adjacent parcels and across streets

- c. General location of pedestrian ways, driveways, parking, service areas, streets, and major landscape features
 - d. Pedestrian, handicapped, vehicular and service access and flow through the parcel and to adjacent areas
 - e. Survey information, such as existing elevations, benchmarks, and utilities
 - f. Phasing possibilities
 - g. Construction limits
9. Massing model at 1" = 100' for use in the Authority's downtown base model.
 10. Drawings at an appropriate scale (e.g., 1" = 8') describing architectural massing, facade design and proposed materials including:
 - a. Building and site improvement plans
 - b. Elevations in the context of the surrounding area
 - c. Sections showing organization of functions and spaces
 11. Preliminary building plans showing ground floor and typical upper floor(s)
 12. Proposed schedule for submission of design development materials

B. Phase II Submission: Design Development

1. Revised written description of project
2. Revised site sections
3. Revised site plan showing:
 - a. Relationship of the proposed building and open space to existing adjacent buildings, open spaces, streets, and buildings and open spaces across streets
 - b. Proposed site improvements and amenities including paving, landscaping, lighting and street furniture
 - c. Building and site dimensions, including setbacks and other dimensions subject to zoning requirements
 - d. Any site improvements or areas proposed to be developed by some other party (including identification of responsible party)

- e. Proposed site grading, including typical existing and proposed grades at parcel lines
- 4. Dimensioned drawings at an appropriate scale (e.g., 1" = 8')
- developed from approved schematic design drawings which reflect the impact of proposed structural and mechanical systems on the appearance of exterior facades, interior public spaces, and roofscape including:
 - a. Building plans
 - b. Preliminary structural drawings
 - c. Preliminary mechanical drawings
 - d. Sections
 - e. Elevations showing the project in the context of the surrounding area as required by the Authority to illustrate relationships or character, scale and materials
- 5. Large-scale (e.g., 3/4" = 1'-0") typical exterior wall sections, elevations and details sufficient to describe specific architectural components and methods of their assembly
- 6. Outline specifications of all materials for site improvements, exterior facades, roofscape, and interior public spaces
- 7. A study model at an appropriate scale (e.g., 1" = 16', or as determined after review of schematic design) showing refinements of facade design
- 8. Eye-level perspective drawings showing the project in the context of the surrounding area
- 9. Samples of all proposed exterior materials
- 10. Complete photo documentation (35 mm color slides) of above components including major changes from initial submission to project approval

C. Phase III Submission: Contract Documents

- 1. Final written description of project
- 2. A site plan showing all site development and landscape details for lighting, paving, planting, street furniture, utilities, grading, drainage, access, service, and parking
- 3. Complete architectural and engineering drawings and specifications
- 4. Full-size assemblies (at the project site) of exterior materials and details of construction

5. Eye-level perspective drawings or presentation model that accurately represents the project, and a rendered site plan showing all adjacent existing and proposed structures, streets and site improvements
6. Site and building plan at 1" = 100' for Authority's use in updating its 1" = 100' photogrammetric map sheets

D. Phase IV Submission: Construction Inspection

1. All contract addenda, proposed change orders, and other modifications and revisions of approved contract documents which affect site improvements, exterior facades, roofscape, and interior public spaces shall be submitted to the Authority prior to taking effect.
2. Shop drawings of architectural components which differ from or were not fully described in contract documents

VI. BRA Environmental Impact Assessment

Whether or not a project comes within the purview of the Massachusetts Environmental Policy Act review requirements, the BRA may request all or several of the environmental analyses listed below. The extent of analyses required depends on the size, location, and complexity of the project.

A. Transportation Impacts/Access Plan

1. Parking
 - a. Number of spaces provided indicating public and private allocation
 - b. Reduction in parking from previous use of site
 - c. Proposal's impact on demand for parking
 - d. Parking plan, including layout, access, and size of spaces
 - e. Evidence of compliance with City of Boston parking freeze requirements
2. Loading
 - a. Number of docks
 - b. Location and dimension of docks
3. Access
 - a. Size and maneuvering space on-site or in public right-of-way

- b. Access, curb cuts, and/or sidewalk changes required
- 4. Vehicular Traffic
 - a. Project vehicular traffic demand and generation (daily and peak-hours) and distribution
 - b. Circulation and access impacts on the local and regional street system and local intersections (traffic impact area), including capacity and level-of-service analyses
 - c. Modal split and vehicle occupancy analysis
- 5. Public Transportation
 - a. Location and availability of public transportation facilities
 - b. Usage and capacity of existing system
 - c. Peak-hour demand and capacity analysis
 - d. Measures to encourage use of public transportation
- 6. Pedestrian Circulation
 - a. Demand and capacity analysis on project area sidewalks
 - b. Connections to public transportation station stops
 - c. Effect on pedestrian flows of project parking and servicing entrances and exits
- 7. Access Plan
 - a. Measures to manage parking demand and optimize use of available parking spaces, including:
 - o Proposed park structures(s)
 - o Ride-sharing incentives and information dissemination
 - o Set-asides for high-occupancy-vehicles. number and location
 - o Set-asides for after morning commuter peak (usually 9:30 or 10:00 a.m.)
 - b. Measures to encourage public transportation use, including:
 - o Mass transit information dissemination
 - o MBTA pass sales and subsidies
 - o Direct station links or pedestrian connections

- c. Measures to reduce peaking, including:
 - o Encouragement of flexible work hours
 - o Restrictions on service and good deliveries
- d. Measures to mitigate construction impacts, including:
 - o Time and routes of truck movements
 - o Storage of materials and equipment
 - o Worker parking and commuting plan
- e. Monitoring and reporting measures

B. Wind

Information on pedestrian level winds is required during the schematic design stage for build and no-build conditions. Wind tunnel testing will be required for:

- a. Any building higher than 150 feet
- b. Any building 100 feet high and two times higher than the adjacent buildings
- c. Other buildings which fall below these thresholds, but because of their context and particular circumstances would require wind tunnel testing

Particular attention shall be given to public and other areas of pedestrian use (sidewalks, plazas, building entrances, etc.) adjacent to and in the vicinity of the project site.

1. Wind tunnel testing is to be conducted in two stages - Stage I Qualitative Study and Stage II Hot Wire Testing. For Stage I, an erosion study (or equivalent methodology) must be conducted to determine potential problem areas and to identify appropriate placement of sensors for hot wire testing.
2. Wind tunnel testing should be conducted according to the following criteria:
 - a. Results of wind tunnel testing should be consistently presented in miles per hour (mph).
 - b. Velocities should be measured at a scale equivalent to 6 feet above ground level.
 - c. The instrument should have a frequency response that is flat to 100 hertz and filters out any higher frequency (hot wire testing).
 - d. The expected one percent occurrence of hourly average, effective gust, and peak gust velocities should be reported (hot wire testing).

- e. Erosion study data shall be presented in tabular form and graphically through photographs showing changes between build and no-build conditions.
 - 1. Wind directions from the sixteen compass points shall be used noting the percent or probability of occurrence of each direction on a seasonal and annual basis.
 - 2. Wind velocities for each direction shall include the intervals: 0-15 mph and every 5 mph interval from 15 to 40 mph inclusive.
 - 3. For each ground station tested, data shall include, in addition to the annualized 1% occurrence of wind speeds, the 1% wind velocities for each of the four seasons of the year and the percentile contribution of the 1% wind velocity from each of the 16 wind directions.
- f. Hot wire data shall be presented both in tabular form and graphically on a map to indicate velocity changes between build and no-build conditions.
 - 1. The effective gust velocity can be computed by the formula: average hourly velocity plus $1.5 \times \text{root mean square (rms) variations about the average}$.
 - 2. Analysis should be presented as follows:
 - a. Present data for existing (no-build) and future build scenarios as follows:
 - Mean velocity (exceeded 1% of time)
 - Effective gust velocity (exceeded 1% of time)
 - b. Compare mean and effective gust wind speeds on both annual and seasonal basis, by wind direction.
 - c. Provide a written descriptive analysis of wind environment and impacts for each sensor point including such items as source of winds, direction, seasonal variations, etc., as applicable. Include analysis of suitability of location for various activities (e.g., walking, sitting, eating, etc.) as appropriate.
 - d. Provide maps of sensor locations with wind speed data, graphically indicating changes in wind speeds.

3. For areas where wind speeds are projected to exceed acceptable levels, measures to reduce wind speeds and mitigate potential adverse impact shall be identified.

C. Shadow (Information should be provided during the schematic design stage.)

1. Shadow analysis plans should be submitted at a scale of 1' = 40' and 1" = 100'.
2. Shadow impact analysis must include net new shadows as well as existing shadows.
3. Initial shadow analyses must include shadow impacts for build and no-build conditions for the hours 9:00 a.m., 12:00 noon, and 3:00 p.m. conducted for four periods of the year at the vernal equinox, autumnal equinox, winter solstice, and summer solstice.
4. Shadow analyses also are to be conducted at 10:00 a.m., 11:00 a.m., 12:00 noon, 1:00 p.m., and 2:00 p.m. on October 21 and November 21, and must show the incremental effects of the proposed massing on proposed or existing public spaces including major pedestrian areas.
5. Additional shadow analyses may be required depending on the particular physical characteristics of the site including its solar orientation relative to public open spaces, pedestrian patterns and street patterns, and existing shadows in the area.

D. Daylight (Information should be provided during the schematic design stage.)

1. Daylight analysis for build and no-build should be conducted by measuring the percentage of skydome that is obstructed by a building.
 - a. Specific technique and graphic methodologies required for determining percent of obstructed skydome will be provided by the BRA.

E. Excavation and Landfill

1. Written description including amount and method of excavation, dredging and filling proposed, and the existence of blasting and pile driving
2. Analysis of sub-soil conditions, potential for ground movement and settlement during excavation, and impact on adjacent buildings and utility lines

F. Groundwater

1. List of measures used to ensure the groundwater levels will not be lowered during or after construction, if applicable
2. Engineering analysis of the impact of development on groundwater, surrounding structures, wooden piles and foundations

G. Solid and Hazardous Wastes/Materials

1. A list of any known or potential contaminants on site together with evidence of the recording with the Registry of Deeds of the disposal of hazardous wastes on the site, pursuant to the M.G.L., Chapter 21C, if applicable
2. Possible hazardous wastes generated
3. Existence of buried gas tanks on site
4. Estimate of potential trash generation and plans for disposal

H. Noise

1. Where appropriate, noise analyses to determine compliance with City of Boston regulations and applicable state and federal guidelines
2. For residential projects, evaluation of ambient noise levels to determine conformance with the Design Noise Levels established by the U.S. Department of Housing and Urban Development.

I. Flood Hazard Zone/Wetlands

1. Where appropriate, determination of whether or not proposal falls within a Federal Flood Hazard Zone or requires a Wetlands Permit
2. If applicable, description of measures to minimize potential flood damage and to comply with city and federal flood hazard regulations and any Order of Conditions issued by the Boston Conservation Commission

J. Construction Impacts

1. Description of construction staging areas
2. Availability of construction worker parking
3. Potential dust generation and mitigation measures to control dust emissions
4. Permits from Air Pollution Control Commission for sand blasting, if appropriate

5. Potential noise impact and measures to minimize noise levels
6. Truck traffic and access routes
7. Pedestrian safety

K. Historical Landmarks

1. Description of the project site location in proximity to a National or Massachusetts Register site or district or Landmark designated by the Boston Landmarks Commission
2. Identification of Boston Landmarks Commission ratings for existing buildings.
3. Possible effects to the National or Massachusetts Register site or district or a Landmark designated by the Boston Landmarks Commission

L. Air Quality

1. Impact on local air quality from additional traffic generated by the project, including identification of any location projected to exceed national or Massachusetts air quality standards
2. Estimation of emissions from any parking garage constructed as part of the project
3. Description and location of building/garage air intake and exhaust systems and evaluation of impact on pedestrians
4. For residential projects, evaluation of the ambient air quality to determine conformance with the National Ambient Air Quality Standards established by the U.S. Environmental Protection Agency.

M. Utility Systems

1. Estimated water consumption and sewage generation from the project
2. Description of the capacity and adequacy of water and sewer systems and an evaluation of the impacts of the project on these systems
3. Identification of measures to conserve resources, including any provisions for recycling

N. Energy

1. Description of energy requirements of the project and evaluation of project impacts on resources and supply

2. Description of measures to conserve energy usage and consideration of feasibility of including solar energy provisions

O. Water Quality

1. Description of impacts of the project on the water quality of Boston Harbor or other water bodies that could be affected by the project, if applicable
2. Description of mitigation measures to reduce or eliminate impacts on water quality

P. Solar Glare

1. Analysis of solar glare impact and solar heat gain analysis, if applicable

VII. Affirmative Housing Plan

Applicants for city-owned land; city, state, or federal funds administered by a city agency; or zoning relief to construct housing may be required to submit an Affirmative Housing Plan and to adhere to fair housing requirements outlined in Appendix 2. The plan should include the following:

- A. Description of affirmative marketing techniques
- B. Description of owner/tenant selection process
- C. Proposed owner/tenant profile indicating number of units dedicated to community residents, minorities, female-headed households, and low-moderate income people

VIII. Employment Plan

Boston Jobs Policy (Appendix 3) requires that publicly-assisted and large-scale private commercial projects hire Boston residents, minorities, and women for construction jobs for 50, 25, and 10 percent respectively of the person-hours worked. In addition, developers may be requested to submit permanent employment plans intended to meet a goal that the profile of permanent employees in the building include Boston residents (50 percent), minorities (30 percent), and women (50 percent). Submission materials may include the following:

- A. Estimated number of construction jobs
- B. Estimated number of permanent jobs
- C. Plan for meeting Boston Resident Construction Jobs Standards
- D. Plan for meeting Boston Resident Permanent Jobs Standards
- E. Plan for meeting Minority Business Employment Goals of city contracts or state and federal regulations and policies

IX. Public Benefits

- A. Development Impact Project exaction, specifying amount and method of linkage contribution (housing payment or housing creation)
- B. Increase in tax revenues, specifying existing and estimated future annual property taxes
- C. Childcare plan
- D. Other public benefits

X. Regulatory Controls and Permits

- A. Existing zoning requirements, calculations, and any anticipated zoning requests
- B. Anticipated permits required from other local, state, and federal entities with a proposed application schedule
- C. For structures in National or Massachusetts Register Districts or sites individually listed on the National or Massachusetts Register of Historic Places, duplicates of parts I and II of the certification documents and applicable correspondence and permits
- D. For projects requiring compliance with the Massachusetts Environmental Policy Act (MEPA), copies of the Environmental Notification Form, Certificate of the Secretary of Environmental Affairs, and Environmental Impact Report, if required
- F. Other applicable environmental documentation

XI. Community Groups

- A. Names and addresses of project area owners, displacees, abutters, and also any community groups which, in the opinion of the applicant, may be substantially interested in or affected by the proposed project
- B. A list of meetings proposed and held with interested parties

FEES

The following is a list of fees for development projects. Most fees are not refundable except fees for reviewing developers' proposals for public parcels, which are partially refundable to unsuccessful applicants.

Bid Documents

o Site Preparation Contracts	\$ 100
o Property Management Contracts	\$ 100
o Operation of Parking Lots	\$ 100
o Rehabilitation Documents	\$ 100
o Demolition Contracts*	\$ 100

Chapter 121A Fees

o Application	\$ 5,000
o Amendments of application requiring a hearing and report	\$ 3,500
o Amendments of any kind not requiring a hearing	\$ 2,500

CARD Project Review Fees

\$ 2,500

Developer Kits

\$ 0-100

(varies depending on size of site and proposed development)

Developer Proposal Fees

\$ 0-7,500

(varies depending on site)

Zoning Commission Fees

o Annual subscription to Zoning Code Amendments	\$ 10
o Annual subscription to Zoning Code Amended Pages	\$ 10
o Zoning Code Text or Map Amendment Application	\$ 225

(Advertising costs will also be paid by proponent and will vary according to length of ad)

Note: Fees for zoning and building code variances and appeals are paid directly to the Board of Appeal.

*Refundable

APPENDICES

Appendix 1
PRO FORMAS

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

COMMERCIAL DEVELOPMENT PROGRAM

TOTAL LAND SQUARE FOOTAGE _____

TOTAL GROSS SQUARE FOOTAGE _____

Office _____

Retail _____

Other (please specify) _____

Parking (if applicable) _____

TOTAL NET SQUARE FOOTAGE _____

Office _____

Retail _____

Other (please specify) _____

HOTEL DEVELOPMENT PROGRAM

TOTAL LAND SQUARE FOOTAGE _____

TOTAL GROSS SQUARE FOOTAGE _____

Hotel GSF _____

No. Rooms _____

Parking _____

No. Spaces _____

RESIDENTIAL DEVELOPMENT PROGRAM

FORM OF OWNERSHIP _____
(Rental, Condominium, Cooperative)

TOTAL LAND SQUARE FOOTAGE _____

TOTAL UNITS _____

Mix of Units _____

Studio _____

1 Bed _____

2 Bed _____

Other _____

PARKING _____ spaces

TOTAL GROSS SQUARE FOOTAGE _____ GSF _____ NSF

Average Unit Size		
Studio	GSF	NSF
1 Bed	GSF	NSF
2 BED	GSF	NSF
Other	GSF	NSF

Parking _____ GSF

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

COMMERCIAL DEVELOPMENT PRO FORMA

(Estimates in 19__ Dollars)

TOTAL HARD COSTS

Rehabilitation (\$_____/GSF)	\$ _____	\$ _____
New Construction (\$_____/GSF)	\$ _____	
Parking (\$_____/space)	_____	
Site Improvements (\$_____/LSF)	_____	
Tenant Improvements	_____	
Office \$_____/NSF	_____	
Retail \$_____/NSF	_____	

TOTAL SOFT COSTS

Architect/Engineering	_____	\$ _____
Marketing/Brokerage/Advertising	_____	
Developer's Fee	_____	
Legal	_____	
Permits & Fees (specify)	_____	
Construction Loan Interest	_____	
(____mos. @ ____% with average	_____	
balance of \$_____)	_____	
Financing Fees (specify)	_____	
Real Estate Taxes and Linkage	_____	
during Construction (____mos.)	_____	
Lease Payment *	_____	
Other Related Costs	_____	
(specify)	_____	

CONTINGENCY (____% of hard costs)

\$ _____

TOTAL DEVELOPMENT COST

\$ _____

Soft Costs as % Hard Costs

Soft Costs as % Total Development Cost

Total Development Cost/GSF

* If applicable



Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

COMMERCIAL OPERATING PRO FORMA

(Carry out of 10 years and indicate inflation factor)

COMMERCIAL INCOME

Office (_____ NSF @ \$_____/NSF) \$ _____
Retail (_____ NSF @ \$_____/NSF) _____
Parking (attach parking rate structure) _____
Other (_____ NSF @ \$_____/NSF) _____

POTENTIAL GROSS INCOME

\$ _____

VACANCY (____%)

\$(_____)

EFFECTIVE GROSS INCOME

\$ _____

OPERATING EXPENSES

Office (\$_____/NSF) \$ _____
Retail (\$_____/NSF) _____
Parking (\$_____/space) _____
Other (\$_____/NSF) _____
TOTAL _____

\$(_____)

REAL ESTATE TAXES

Office (\$_____/NSF) \$ _____
Retail (\$_____/NSF) _____
Parking (\$_____/space) _____
Other (\$_____/NSF) _____
TOTAL _____

\$(_____)

LINKAGE PAYMENTS

\$(_____)

NET OPERATING INCOME

\$ _____

DEBT SERVICE (____% on \$_____ for ____ years)

\$(_____)

CASH FLOW

\$ _____

EQUITY PARTICIPATION (if applicable)

\$ _____

RETURN ON EQUITY (year of operations 19____)
(Before Tax Cash Flow/Equity)

_____ %

RETURN ON TOTAL DEVELOPMENT COST (year of operations 19____)
(Net Operating Income/Total Development Cost)

_____ %

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

HOTEL DEVELOPMENT PRO FORMA

(Estimates in 19__ Dollars)

Using __% Inflation Factor from 19__)

TOTAL HARD COSTS

Hotel (\$____/NSF)	_____	\$ _____
per room (\$____/room)	_____	
Parking (\$/space)	_____	
Site Costs (\$____/GSF)	_____	
Office (\$____/GSF)	_____	
Retail (\$____/GSF)	_____	
Other (specify)	_____	

TOTAL SOFT COSTS

Architect/Engineering	_____	\$ _____
Legal	_____	
Accounting	_____	
Marketing/Brokerage	_____	
Financing Fees (specify)	_____	
Developer's Fee	_____	
Construction Loan Interest	_____	
(__ Mos __% on average balance	_____	\$ _____
of \$	_____	
Land Lease Payment *	_____	
Real Estate Taxes and Linkage	_____	
Other Related Fees (specify)	_____	

HOTEL START-UP

Furniture, Fixtures & Equipment	_____	\$ _____
Initial Invent. & Working Capital	_____	
Pre-Opening & Opening Costs	_____	

TOTAL START-UP COSTS

\$ _____

CONTINGENCY COSTS (__% of Hard Costs)

\$ _____

TOTAL DEVELOPMENT COSTS

\$ _____

Soft Costs as % Hard Costs	_____
Soft Costs as % TDC	_____

* If applicable

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

HOTEL OPERATING PRO FORMA
(Carry out 10 years and include inflation factor)

ROOMS

Available _____
Average Occupancy (____%) _____
Average Rate (\$____) \$ _____

REVENUE

Rooms \$ _____
Food & Beverage _____
Telephone _____
Rentals _____
Parking _____
Other _____

TOTAL GROSS REVENUE

\$ _____

Vacancy _____

(\$ _____)

EFF. GROSS REVENUE

EXPENSES

Food & Beverage Costs \$ _____
Payroll & Related _____
Telephone _____
Other Expenses _____
Linkage Payment _____

TOTAL ALLOCATED EXPENSES

(\$ _____)

UNALLOCATED EXPENSES

Admin. & General \$ _____
Management Fee _____
Marketing _____
Energy Costs _____
Property & Maintenance _____
Franchise Fees _____
Guest Entertainment _____
Replacement Reserves _____

TOTAL UNALLOCATED EXPENSES

(\$ _____)

TOTAL EXPENSES

(\$ _____)

PROPERTY TAXES & OTHER

MUNICIPAL CHARGES (specify)

(\$ _____)

INSURANCE ON BUILDING
AND CONTENTS

(\$ _____)

NET OPERATING INCOME

\$ _____

DEBT SERVICE ____% on \$ ____ for ____ yrs.

(\$ _____)

BEFORE TAX CASH FLOW

\$ _____

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

HOTEL OPERATING PRO FORMA continued
(Carry out 10 years and include inflation factor)

EQUITY PARTICIPATION (if applicable)	\$ _____
RETURN ON EQUITY (year of operations 19__)	_____ %
(Before Tax Cash Flow/Equity)	
RETURN ON TOTAL DEVELOPMENT COST	
(Year of operations 19__)	_____ %
(Net operating Income/Total Development Cost)	

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

RESIDENTIAL CONDOMINIUM DEVELOPMENT PRO FORMA

(Estimates in 19__ Dollars)

(Provide phased information where necessary)

TOTAL HARD COSTS

\$ _____

Condominium Units (\$ _____/GSF) \$ _____
Unit Finishes (\$ _____/NSF) _____
Condominium Parking (\$ _____/GSF) _____
(# of spaces) _____
Site Costs (\$ _____/GSF) _____
Premium Costs (\$ _____/GSF) _____
Other (specify) _____

TOTAL SOFT COSTS

\$ _____

Architect/Engineering _____
Marketing/Brokerage/Advertising _____
Developer's Fee \$ _____
Legal _____
Permits & Fees (specify) _____
Construction Period Costs _____
Construction Loan Interest _____
(_____ mos. @ _____ % with
average balance of
\$ _____) _____
Financing Fees _____
Real Estate Taxes and Linkage
during Construction (_____ mos.) _____

Sale Period Costs \$ _____

Loan Interest _____
(_____ mos. @ _____ % with
average balance of
\$ _____) _____

Sale Period Real Estate Taxes _____
(_____ mos.) _____

Sale Period Operating Expenses _____
Other (specify) _____

Other Related Costs (specify) \$ _____

CONTINGENCY (_____ % of \$ _____) \$ _____

TOTAL CONDOMINIUM DEVELOPMENT COSTS

\$ _____

Soft Costs as % Hard Costs _____

Soft Costs as % TDC _____

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

CONDOMINIUM SALES PRO FORMA
(Estimates in 19__ Dollars)
(Using __% inflation factor from 19__)

CONDOMINIUM UNITS

Gross Sales Proceeds	\$ _____
Gross Condominium Sales/NSF	\$ _____
Less Total Condominium Units Development Cost	(_____)
Total Condominium Units Cost/NSF	\$ _____
Net Profit (Before Taxes)	_____
Return on Gross Sales Proceeds	_____ %
(Net Profit/Gross Sales Proceeds)	

CONDOMINIUM PARKING SPACES

Gross Sales Proceeds	\$ _____
Gross Parking Sales/Space	\$ _____
Less Total Condominium Parking Development Cost	(_____)
Total Parking Cost/Space	\$ _____
Net Profit (Before Taxes)	\$ _____
Return on Gross Sales Proceeds	_____ %
(Net Profit/Gross Sales Proceeds)	

TOTAL SALES

Total Condominium Gross Sales Proceeds	\$ _____
Less Total Condominium Development Costs	(_____)
Net Profit (Before Taxes)	\$ _____
Total Return on Gross Condominium Sales Proceeds	_____ %
(Net Profit/Total Gross Sales Proceeds)	
Return on Equity	_____ %
Equity Participation (Amount and % of	
Total Condominium Cost) \$ _____ (_____ %)	

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

CONDOMINIUM COST OF OWNERSHIP PRO FORMA

(Estimates in 19__ Dollars)

(Use __% inflation factor from 19__)

Number of Units _____
Average Unit Size (NSF) _____
Average Unit Price \$ _____
Average Downpayment \$ _____ (%)
Studio _____
1 Bed _____
2 Bed _____
Other _____

	<u>Market</u>	<u>Subsidized</u>
Annual Common Area Charges (\$_____/NSF)	\$ _____	\$ _____
Annual Real Estate Taxes (\$_____/NSF)	_____	_____
Annual Mortgage Payment (_____% on \$_____ for ____ years)	_____	_____
Annual Service Charges (please specify membership fees, special services, etc.)	_____	_____
Total Annual Cost of Ownership (Before-tax)	_____	_____
Total Monthly Cost of Ownership (Before-tax)	_____	_____

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

DEVELOPMENT PRO FORMA FOR RESIDENTIAL RENTAL PROPERTY

(Estimates in 19__ Dollars)

Using __% Inflation Factor from 19__)

RESIDENTIAL UNITS

Number of Residential Units _____

Number of Units _____

Average Unit Size (GSF, NSF)

1 Bed _____
2 Bed _____
Other _____

1 Bed _____
2 Bed _____
Other _____

Number of Parking Spaces _____

ARE FOOTAGE

Residential GSF _____

Parking GSF _____

TOTAL GSF _____

ACQUISITION

\$ _____

CONSTRUCTION COSTS

Rehabilitation (\$ _____/GSF)

\$ _____

New Construction (\$ _____/GSF)

Parking (\$ _____/space)

Site Improvements (\$ _____/Land SF)

Other _____

TOTAL _____

\$ _____

RELATED COSTS

\$ _____

Architect/Engineering _____

Marketing/Brokerage _____

Developer Fees _____

Miscellaneous Fees _____

(Legal, Acctg. Ins., Title) _____

Construction Loan Interest _____

(__ mos. @ __% with average balance of

\$ _____)

Financing Fees (specify) _____

Other Related Costs _____

(please specify) _____

TOTAL _____

\$ _____

CONTINGENCY (__% of \$ _____)

\$ _____

TOTAL DEVELOPMENT COST (TDC)

\$ _____

Project _____
Developer _____

Date _____
Tel. #/Contact Person _____

OPERATING PRO FORMA FOR RESIDENTIAL RENTAL PROPERTY
(Carry out 10 years and indicate inflation factor)

RENTAL INCOME

Rent/Month

1 Bed _____
2 Bed _____
Other _____

TOTAL RESIDENTIAL INCOME \$ _____

PARKING INCOME (attach parking rate structure) \$ _____

MISCELLANEOUS INCOME (e.g., Laundry) \$ _____

POTENTIAL GROSS INCOME \$ _____

VACANCY (____%) (\$ _____)

EFFECTIVE GROSS INCOME \$ _____

OPERATING EXPENSES

Residential (\$_____/NSF) \$ _____

Parking (\$_____/space) _____

TOTAL OPERATING EXPENSES (\$ _____)

REAL ESTATE TAXES

Residential (\$_____/NSF) \$ _____

Parking (\$_____/space) _____

TOTAL REAL ESTATE TAXES (\$ _____)

BRA BASE RENT * (\$ _____)

NET INCOME AVAILABLE FOR DEBT SERVICE \$ _____

FINANCING **

Debt Service (____% on \$_____ for ____ yrs.) (\$ _____)

CASH FLOW \$ _____

EQUITY PARTICIPATION (if applicable)

(Amount and % of Total Development Cost) \$ _____

RETURN ON EQUITY

(Cash Flow/Equity) _____%

RETURN ON TOTAL DEVELOPMENT COST

(Net Income Available/Total Development Cost) _____%

* If applicable

** Specify type and priority of repayment

Appendix 2
FAIR HOUSING REQUIREMENTS

Recognizing that underrepresentation of minorities or female heads of households in a particular neighborhood may itself discourage interest among those groups from living in that neighborhood, the city will undertake affirmative marketing efforts to ensure that the city's minorities and female heads of households have access to housing throughout the city.

These efforts will apply to all projects of five or more units (rental and home ownership projects) which receive exceptions to zoning requirements from the Boston Zoning Commission and those that receive any form of city financial assistance, or state or federal assistance which is administered by the city. Financial assistance shall include the donation or sale of city-owned land to facilitate the project.

Interagency Procedures

- a. When an application for one or more of the following is received:
(i) city-owned land; (ii) city, state or federal funds administered by a city agency; or (iii) zoning exception for the development of a housing project, the appropriate city agency shall notify the Boston Fair Housing Commission within thirty (30) days of receipt of the application.

The BFHC shall review the compliance record, if any, of all applicants. If the record shows that an applicant has unresolved issues of non-compliance, the Commission shall attempt to resolve these issues in accordance with its mediation and hearing procedures. In those cases where a compliance agreement cannot be reached, the BFHC shall recommend to the Mayor and the appropriate agency that the application be rejected. Where the applicant has received city land, or other city benefits, and has not complied with fair housing requirements, the Commission shall recommend to the Mayor and to the administering agency that the applicant be denied an occupancy permit for the project.

- b. The appropriate city agency shall advise developers of affirmative marketing requirements through program designs, Requests for Proposals and other forms of communication. Additionally, affirmative marketing requirements shall be specified in all housing and housing development contracts awarded or administered by city agencies.
- c. The BFHC shall assist the appropriate agency in developing project specific affirmative marketing plans.
- d. Developers shall be required to sign a non-discrimination statement.
- e. The BFHC shall monitor implementation of each affirmative fair housing market plan.
- f. The BFHC shall submit to the Mayor an annual report summarizing affirmative marketing efforts and accomplishments.

Appendix 3

BOSTON JOBS POLICY

1. Boston Resident Jobs Policy

Chapter 30 of the Ordinances of 1983 established a Boston Resident Jobs Policy. The 1983 ordinances requires contractors performing work on construction projects funded in whole or in part by the city or to which the city administers to ensure 50% Boston resident, 25% minority and 10% female participation of the total construction workhours performed on the project. To ensure compliance with these requirements, the City of Boston Supplemental Minority Participation and Resident Preference Contract provisions are included in all contracts for construction projects covered by the Ordinance. This contract supplement delineates the contractor's compliance obligations and a description of the city's monitoring and enforcement of the policy.

2. Executive Order Extending Jobs Policy

The July 12, 1985 Executive Order extends the Resident Jobs Policy ordinance to cover privately financed construction projects in excess of 100,000 square feet (excluding housing developments). The Executive Order includes the same hiring requirements and requires each developer to submit a detailed employment plan with provisions for monitoring, compliance and sanctions. The submission of the Boston Residents Construction Employment Plan is a required submission prior to the issuance of a building permit for the project.

3. Permanent Jobs Policy

The city has initiated a permanent jobs policy which requires developers receiving city assistance (i.e., loans, land or building acquisitions, lease agreements or licenses) for projects which are expected to generate permanent job opportunities, to enter into an employment agreement with the city. These agreements typically include the provisions for 50% Boston resident, 30% minority, and 50% female hiring in all new jobs generated and for the advanced notification of job opportunities to the city and/or community based organizations. Additional commitments negotiated through these agreements include financial contributions for job training and affirmative action activities. The city has begun negotiations with the developers for the privately financed projects to discuss similar types of permanent job agreements.

Elements of Affirmative Marketing Plan

a. Outreach Housing Efforts

Each developer, including city agencies, will be required to:

- (i) advertise availability of housing in majority and minority newspapers;
- (ii) send outreach letters to housing counselling agencies which assist low-to-moderate income families and minorities;
- (iii) undertake such additional efforts as may be required, due to the specific nature, or location of the project.

b. Neighborhood Preferences

To stabilize neighborhoods and mitigate the effects of displacement/gentrification, up to 70% of available affordable housing units may be targeted by a developer for neighborhood residents. This policy will work to prevent the gentrification of minority neighborhoods since a substantial proportion of city-owned land which will be used to produce affordable housing is located in minority neighborhoods. However, developers may not exclude people from other neighborhoods from applying and competing for all units. Plans for tenant selection where neighborhood preference is a criterion shall be approved by the BFHC.

c. Measures for Compliance

A developer who has taken every step outlined in a city-approved affirmative marketing plan shall be able to proceed with completion of his/her project. Compliance shall be determined by the BFHC. A developer who has not adequately complied with a city-approved marketing plan, however, shall be required to conduct additional outreach and/or may be subject to pre-determine remedies.

Appendix 4

MASS. ENVIRONMENTAL POLICY ACT REVIEW AUTHORITY

The Massachusetts Environmental Policy Act (MEPA) requires the review and evaluation of projects to describe their environmental impact and establishes a process for determining when Environmental Impact Reports (EIRs) are required. MEPA applies to projects directly undertaken by a state agency (including leases and transfers of property undertaken by an agency) and to privately-initiated projects requiring an agency permit or receiving financial assistance from an agency. Because the BRA is a redevelopment authority created by the Legislature, it falls under the jurisdiction of MEPA. Where the BRA acts only as the planning department for the city, such as in zoning matters and the disposition of city-owned land, MEPA does not apply.

Regulations implementing MEPA were promulgated by the Executive Office of Environmental Affairs (EOEA), which is also responsible for determining whether a project requires an EIR. These regulations establish a process whereby, for non-exempt projects, an Environmental Notification Form (ENF) is required to be filed with EOEA for public and agency review as the preliminary step in determining the need for an EIR. For activities or actions undertaken by an agency, the preparation of the ENF (and of the EIR, if subsequently required) is the responsibility of the agency itself. For private projects seeking state or BRA financial assistance or a permit (e.g., Chapter 121A approval), the project proponent is responsible for preparing the required documents.

In addition to describing the environmental review process, the MEPA regulations also establish categories of projects which automatically require the preparation of an EIR (categorical inclusions) and which are automatically excluded from filing an ENF (categorical exclusions). Specific rules of application are included in the regulations.

With respect to timing, the public/agency review period for ENF's is 20 days following publication in EOEA's Environmental Monitor of a notice of submission and availability of an ENF. Notices are published twice monthly, on approximately the 7th and the 21st of the month. The Secretary of Environmental Affairs then has 10 days in which to issue a certificate stating whether or not an EIR is required.

If an EIR is required, the process involves the preparation and circulation for review of a Draft EIR (the public/agency review period is 30 days following EOEA notice of availability of the EIR, with seven additional days for the Secretary to issue a statement on the adequacy of the Draft), preparation of the Final EIR responding to comments on the Draft, and circulation of the Final (again, a 30-day review period followed by seven days for the Secretary to issue a statement regarding the adequacy of the Final and its compliance with MEPA). Normally, the EIR process from beginning of the preparation of the EIR to final approval takes five to six months and considerably longer for major and complicated projects. The minimum time would be at least four months.

Exhibit G
to
Cooperation Agreement
for
One Twenty Five High Street

Description of City Parcels

Parcel I: Vacant Lot

A certain parcel of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street and Oliver Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at a point on the southerly sideline of Oliver Street near High Street, said point being N 44-55-25 W 311.07 feet from the southerly intersection of Purchase Street and Oliver Street, said point also being the northeasterly corner of said parcel; thence running

S 49-17-58 W	47.74 feet to a point; thence turning and running
N 40-34-43 W	42.54 feet to a point; thence turning and running
N 39-24-16 E	17.50 feet to a point; thence turning and running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running
S 44-55-25 E	22.36 feet by the southerly sideline of Oliver Street to the point of beginning.

Containing 1,822 square feet, more or less.

Together with any and all right, title and interest in and to High Street Court.

Together with such other adjacent land located at the intersection of High Street and Oliver Street as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

Parcel II: Fire Station Lot

A certain parcel of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on Oliver Street, as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at a point on the southerly sideline of Oliver Street, said point being N 44-55-25 W 92.79 feet from the southerly intersection of Purchase Street and Oliver Street, said point being the southeasterly corner of said parcel; thence turning and running

S 42-45-24 W	57.51 feet to a point; thence turning and running
S 58-33-18 W	6.65 feet to a point; thence turning and running
S 60-04-53 W	71.10 feet to a point; thence turning and running
N 42-28-45 W	148.32 feet to a point; thence turning and running
N 52-16-25 E	69.00 feet partially by High Street Court to a point; thence turning and running
S 40-36-25 E	2.70 feet; thence turning and running
N 50-18-17 E	9.02 feet to a point; thence turning and running

S 40-34-23 E 17.32 feet to a point; thence turning and
 running

N 49-20-07 E 50.50 feet, said last nine courses being by
 land now or formerly of The Travelers
 Insurance Company, to a point; thence turning
 and running

S 44-55-25 E 132.63 feet by the southerly sideline of
 Oliver Street to the point of beginning.

Containing 19,069 square feet, more or less.

Together with any and all right, title and interest in and to High
Street Court, Lane Place and any and all courts, lanes or
alleyways now or formerly used for access to and from High Street
or High Street Court.

Boston Residents
Construction Employment Plan
for
One Twenty Five High Street

WHEREAS, The Prospect Company ("Prospect"), a Delaware corporation, on behalf of One Twenty Five High Street Limited Partnership, a limited partnership to be formed under the laws of the Commonwealth of Massachusetts by Prospect, Spaulding and Slye Company ("S&S"), a Massachusetts limited partnership, and New England Telephone and Telegraph Company ("NET"), a New York corporation, with an address c/o Spaulding and Slye Company, 150 CambridgePark Drive, Cambridge, Massachusetts 02140 (the "Developer"), proposes to construct a mixed-use development consisting of office and retail space and parking, including renovation of three (3) existing four- to six-story buildings, with a portion along Purchase Street housing the proposed new City of Boston ambulance facility (collectively referred to hereinafter as "Building 1"), construction of a new 30-story building and an infill base typically five stories in height, with the portion along Purchase Street rising from five to nine stories and housing, in a part thereof, the proposed new Fort Hill Fire Station (collectively referred to hereinafter as "Building 2"), construction of a new 21-story building (hereinafter "Building 3") and other site improvements;

WHEREAS, the site of the proposed development is comprised of approximately 109,135 square feet of land bounded by High Street, Oliver Street, Purchase Street and Pearl Street located in Boston's financial district and more particularly described on Exhibit A attached hereto (hereinafter "Site");

WHEREAS, the Developer and the Boston Redevelopment Authority (the "Authority") desire to bring the construction employment benefits of the Project, as that term is hereinafter defined, to the residents of the City of Boston, minorities, and women;

WHEREAS, Chapter 30 of the Ordinances of 1983, a copy of which is attached hereto as Exhibit B, established the Boston Residents Jobs Policy;

WHEREAS, the Mayor's Executive Order Extending the Boston Residents Jobs Policy dated July 12, 1985, a copy of which is attached hereto as Exhibit C, requires the Developer to prepare and submit and the Authority to approve a construction employment plan;

WHEREAS, Chapter 12 of the Ordinances of 1986, as amended by Chapter 17 of the Ordinances of 1986 (collectively, the "Ordinance"), copies of which are attached hereto as Exhibit D, established the Boston Employment Commission;

NOW, THEREFORE, the Developer, the Authority, the Boston Employment Commission (the "Commission") and the Mayor's Office of Jobs and Community Service ("OJCS") hereby agree that the approved construction employment plan (this "Plan") for the Project is as follows:

Section I: DEFINITIONS

Capitalized terms used but not defined in this Plan shall have the meanings ascribed to them in the Ordinance. The following terms shall have the following meanings when used in this Plan:

- 1.0 Contractor: The general contractor for the Project engaged from time to time by the Developer, and, where the context requires, any subcontractor thereto.
- 1.1 On-Site Monitor: An individual employed by the Developer whose responsibility will be the daily implementation of this Plan.
- 1.2 Project: Construction of Buildings 1, 2 and 3 and the site improvements related thereto.

Section II: GENERAL REQUIREMENTS

- 2.0 The Developer shall use Best Efforts to ensure that the Boston Residents Construction Employment Standards are met by its Contractor in constructing the Project.
- 2.1 The Developer shall incorporate into its construction contract with the Contractor, and shall require the Contractor to incorporate into each of its subcontracts, provisions requiring that the Contractor and each subcontractor engaged in construction in connection with the Project comply with this Plan. The incorporation by reference of this Plan into any such construction contract or subcontract shall satisfy such obligation.
- 2.2 Documentation of the Developer's compliance herewith shall be maintained by the On-Site Monitor. The Developer shall provide copies of such documentation to OJCS as required herein or as requested from time to time by the Authority, OJCS or the Commission.
- 2.3 The Developer shall cause the Contractor to prepare projections of its work force needs for construction of the Project and to complete, for each of the Buildings, the Projected Work Force Form attached hereto as Exhibit E. The Developer shall cause the Contractor to update such

projections periodically during the course of construction of the Project, but not more frequently than quarterly.

2.4 The Commission shall make determinations as to compliance by the Developer and the Contractor with the Boston Residents Construction Employment Standards at time intervals as set out in one of the following two schedules, whichever allows for more frequent determinations:

- (1) When each of the Buildings is 25, 50, 75 and 100 percent complete, or,
- (2) Every three months from the date of commencement of construction of the Project.

"Percent complete" shall be measured by the percentage of the total worker hours expected to be worked on each Building, as set forth in the projection of work force needs shown on the Projected Work Force Forms submitted pursuant to paragraph 2.3.

2.5 The Developer shall maintain, and shall cause the Contractor to maintain, records reasonably necessary to ascertain compliance with this Plan with respect to each Building for (1) year after the issuance of a Certificate of Occupancy for the shell and core of each respective Building.

- 2.6 The Developer shall meet with the Contractor no less frequently than weekly throughout the period of construction of the Project to review the Contractor's compliance with this Plan and the Boston Residents Construction Employment Standards. The Developer shall record and maintain minutes of such meetings and forward copies thereof to OJCS within ten (10) business days of such meetings.
- 2.7 The Developer shall require that the Contractor and each subcontractor designate an individual to serve as compliance officer for the purpose of pursuing the Boston Residents Construction Employment Standards.
- 2.8 OJCS shall designate one individual from its staff who has substantial construction and management experience to serve as the Developer's contact regarding implementation of, and compliance with, this Plan. Said individual shall cooperate with the Developer and the On-Site Monitor and shall assist them in complying with this Plan.

Section III: PROCEDURES

- 3.0 The Developer shall furnish to the Authority and OJCS the name, title, business address and telephone number of the person designated as the On-Site Monitor.

- 3.1 Prior to the start of construction of the Project, the Developer and the Contractor shall meet with representatives of OJCS for the purpose of discussing and agreeing upon the methods and procedures for the implementation of the provisions of this Plan. This meeting (the "Pre-Construction Conference") shall be attended by subcontractors to the Contractor then selected, if any, who shall have been notified by mail of the time, place and purpose of such Pre-Construction Conference at least three (3) days in advance thereof.
- 3.2 Prior to the start of construction of the Project, the Contractor and each subcontractor to the Contractor then selected, if any, shall meet with appropriate representatives of the construction trade unions, OJCS, and the Authority for the purpose of reviewing the Boston Residents Construction Employment Standards and the estimated employment requirements for construction workers over the course of construction of the Project.
- 3.3 Within five (5) days after the employment or assignment of a worker to work on the Project, the Contractor and each subcontractor will obtain from such worker a completed and signed Residency Verification Form in the form attached

hereto as Exhibit F. The Residency Verification Form shall be submitted to OJCS together with the first Weekly Utilization Report (defined in Paragraph 3.4 below) on which such worker's employment is first reported. If the Contractor or any subcontractor shall have requested a worker to complete such Residency Verification Form and the worker shall have refused to do so, in lieu of such Residency Verification Form, the Contractor or subcontractor shall submit a sworn statement that the worker has been requested to complete and sign such form but has refused to do so.

3.4 One week following the commencement of construction of the Project and each week thereafter until the Project is completed, the Contractor shall complete and submit to OJCS for the week just ended Weekly Utilization Reports in the form attached hereto as Exhibit G. In lieu of submitting the form attached hereto, the Contractor may submit payroll records containing the same information as is required on the form attached hereto as Exhibit G.

3.5 All persons applying directly to the Contractor or any subcontractor for employment in construction of the Project who are not employed by the party to whom application for employment is made shall be referred by such party to OJCS

and a written record of such referral shall be made, a copy of which shall be sent to OJCS.

3.6 The Contractor shall keep a written record of the names, addresses and telephone numbers of each Boston Resident, Minority and woman who has sought employment with respect to the Project or who was referred to the Contractor by OJCS but was not hired, and the reasons why such person was not hired.

3.7 Each request for qualified construction workers made by the Contractor or any subcontractor to a union hiring hall, business agent or contractor's association shall be in the form attached hereto as Exhibit H (the "Manning Request Form") and shall contain a recitation of the Boston Residents Construction Employment Standards and a request that referrals for construction positions be made in the same proportion as those specified in the Boston Residents Construction Employment Standards. However, if at any time the requesting party's workforce composition falls short of any one or more of the proportions specified in said Employment Standards, the requesting party shall adjust his or her request for referrals in an effort to more fully achieve the proportions set forth in said Employment Standards. Copies of any requests for qualified workers made at a time when the requesting party's workforce composition

falls short of any one or more of the Boston Residents Construction Employment Standards shall be forwarded contemporaneously to the Skills Bank. In the event that the union hiring hall, business agent or contractor's association to whom or which such a request has been made fails to fully comply with such request, the requesting party's compliance officer shall seek written confirmation from the union hiring hall, business agent or contractor's association that there are insufficient workers in the categories specified in such request and that such insufficiency is documented on the list of unemployed workers maintained by such union hiring hall, business agent or contractor's association. Copies of any confirmation so obtained shall be submitted promptly to OJCS and the Commission.

8. Representatives of OJCS may visit the Site periodically during normal working hours upon at least five (5) days' prior notice to the Contractor to verify the information in the Weekly Utilization Reports, Residency Verification Forms, Manning Request Forms or other documentation submitted by the Developer. Such representatives shall comply with all safety and site control requirements imposed by the Contractor, including, without limitation, the execution of release of liability forms.

Section IV: DETERMINATION OF COMPLIANCE

4.0 Failure by the Developer as determined by the Commission (i) to comply with this Plan, or (ii) to use Best Efforts in attempting to comply with the Boston Residents Construction Employment Standards, shall constitute non-compliance herewith.

4.1 If the Commission finds that the Developer is not in compliance herewith, the Commission shall issue a written notice of non-compliance to the Developer which shall set forth such findings ("Findings") and a summary of the facts and reasons on which said Findings are based.

4.2 The Developer shall have fourteen (14) calendar days from receipt of said notice in which to appeal the Findings of the Commission. Any such appeal shall be in the form of a request for a hearing before the Commission to present such evidence as the Developer may have of its compliance with this Plan and with respect to the particular instances of non-compliance alleged by the Commission. The Commission shall give the Developer at least fourteen (14) days prior written notice of the hearing.

.3 In the event that the Developer appeals a Finding of non-compliance by the Commission, the Commission shall consider all evidence presented to it by the Developer and make new Findings ("Second Findings") in light of any such new evidence. The Commission shall notify the Developer in writing of its Second Findings which shall not be the subject of further appeal except to a court of law.

Section V: SANCTIONS

.0 Upon the issuance of a building permit for Buildings 1, 2 and 3, the Developer shall deposit into escrow the following:

- (i) an amount equal to one tenth of one percent (0.1%) of the total cost of renovation of Building 1 as stated in the building permit application therefor or other collateral of equivalent value reasonably acceptable to the Authority (the "Building 1 Escrow Fund");
- (ii) an amount equal to one tenth of one percent (0.1%) of the total cost of construction of Building 2 as stated in the building permit application therefor or other collateral of equivalent value reasonably acceptable to the Authority (the "Building 2 Escrow Fund");
- and (iii) an amount equal to one tenth of one percent (0.1%) of the total cost of construction of Building 3 as stated in the building permit application therefor or other collateral of equivalent value reasonably acceptable to the Authority

(the "Building 3 Escrow Fund"). The Escrow Fund for each Building shall be held pursuant to the terms of a mutually acceptable escrow agreement which complies with all of the terms of the Ordinance and this Plan and to which the Developer, the Authority and the Commission are parties (the "Escrow Agreement"). The Escrow Fund for each Building shall secure the obligation of the Developer to pay, or cause the Contractor to pay, any fines recommended by the Commission in accordance with the terms and provisions of the Ordinance and this Plan. The Escrow Fund for each Building shall be released when the Commission has issued a Certificate of Compliance indicating that, with respect to the Building in question, the Developer has complied with this Plan or has satisfied any fines recommended by the Commission in accordance with the terms and provisions of the Ordinance and this Plan. In addition, in the event that (i) construction of any of the Buildings or any part thereof is abandoned after a building permit for the Project is obtained, or (ii) the building permit for any of the Buildings, or any part thereof, is revoked or lapses and is not renewed, then the Escrow Fund for such Building or part thereof shall be released.

- 5.1 No sanctions may be recommended by the Commission, and no sanctions may be imposed upon the Developer by the Authority, unless and until the Commission and the Authority, respectively, have complied with all of the terms, provisions and procedures set forth in the Ordinance and in this Plan.
- 5.2 The Developer shall be subject to such sanctions as are authorized by the Ordinance.

Section VI: MISCELLANEOUS

- 6.0 Any increases in the percentages set forth in the Boston Residents Construction Employment Standards and any changes which serve to broaden the definitions of "Boston Resident" or "Minority" as set forth in the Ordinance shall not be applicable to the Project.
- 6.1 The provisions of this Plan are severable, and if any shall be held invalid, unconstitutional or otherwise unenforceable by any court of competent jurisdiction, the decision of such court shall not affect or impair any of the remaining provisions.
- 6.2 This Plan shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.

6.3 All notices required or permitted to be given under this Plan shall be in writing, signed by duly authorized officers, and shall be deemed delivered if mailed, postage prepaid, by registered or certified mail, return receipt requested, or delivered by hand to the principal office of the party to which it is directed, which is as follows unless otherwise designated by written notice to the other party:

Developer: c/o Spaulding and Slye Company
150 CambridgePark Drive
Cambridge, Massachusetts 02140
Attention: Peter M. Small
President

with copies to:

Hale and Dorr
60 State Street
Boston, MA 02109
Attention: John D. Hamilton, Jr.

The Prospect Company
201 North Union Street,
Suite 350
Alexandria, VA 22314
Attention:
Joseph W. Sprouls, Esq.
Regional Counsel

The Prospect Company
One Tower Square
Hartford, CT 06183
Attention:
Brian K. Gabriel
Vice President

Authority: Boston Redevelopment Authority
One City Hall Square, 9th Floor
Boston, MA 02201
Attention: Director's Office

Commission: Boston Employment Commission
15 Beacon Street
Boston, Massachusetts
Attention: Executive Director

OJCS: Mayor's Office of Jobs and
Community Services
15 Beacon Street
Boston, Massachusetts
Attention: Director

5.4 The Authority agrees to look solely to the interests of the Developer or its successors or assigns (including, without limitation, mortgagees) from time to time in each Building that is subject to this Agreement for any claim against the Applicant or its successors or assigns (including, without limitation, mortgagees), arising under this Agreement in connection with such individual Building. Furthermore, but without limiting the foregoing, liability arising under this Plan in connection with a particular Building shall be limited to the interest of the Developer or its successors or assigns (including, without limitation, mortgagees) in such Building. In illustration, but not in limitation of the foregoing, if separate successors to the Developer (including, without limitation, mortgagees) each own one of the Buildings, then the owner of one Building shall have no

liability for the payment of fines levied pursuant to the Ordinance with respect to the other Buildings and vice versa. No holder of a mortgage on any or all of the Buildings shall be liable to perform, or be liable in damages for failure to perform, any of the obligations of the Developer hereunder unless and until such holder acquires title to the applicable Building by foreclosure or deed in lieu of foreclosure.

6.5 Neither the Developer nor any trustee, beneficiary, partner, stockholder, manager, officer, director, agent or employee of the Developer or its successors and assigns (including, without limitation, mortgagees) shall be personally or individually liable under this Plan, nor shall it or they be answerable or liable beyond the extent of its or their interest in the applicable Building.

6.6 Section titles of this Plan are for convenience of reference only and shall be disregarded in construing any provision hereof.

6.7 The provisions of this Plan shall be binding upon, and shall inure to the benefit of, the respective successors and assigns of the parties hereto.

6.8 In the case of any inconsistency between the provisions of this Plan and the provisions of the Ordinance or of the

provisions of any rules or regulations which may be adopted by the Commission pursuant thereto shall be resolved in favor of said Ordinance, rules or regulations.

In WITNESS WHEREOF, the undersigned have caused quadruplicate copies of this Plan to be executed and delivered on this ____ day of _____, 1987.

THE PROSPECT COMPANY

By: _____
Brian K. Gabriel
Vice President

APPROVED AS TO FORM:

BOSTON REDEVELOPMENT AUTHORITY

Robert F. McNeil
Chief General Counsel

By: _____
Stephen Coyle, Director

BOSTON EMPLOYMENT COMMISSION

_____ By: _____

OFFICE OF JOBS AND
COMMUNITY SERVICES

_____ By: _____
Kristen McCormack, Director

Description of the Site

Certain parcels of land in the Commonwealth of Massachusetts, County of Suffolk, City of Boston, situated on High Street, Oliver Street, Purchase Street and Pearl Street as shown on a plan entitled "DEVELOPMENT PLAN OF LAND IN BOSTON, MA SUFFOLK COUNTY", Scale 1:240, prepared for Travelers Insurance Co. by Survey Engineers of Boston, Drawing No. 44.01M, dated April 14, 1987, bounded and described as follows:

Beginning at the easterly intersection of High Street and Pearl Street, said corner being the westerly corner of said parcels; thence running

N 38-04-39 E	149.89 feet to a point; thence turning and running
N 36-07-35 E	51.01 feet to a point; thence turning and running
N 36-06-59 E	in two courses measuring 69.22 feet and 10.00 feet to a point, said last four courses being by the southeasterly sideline of High Street; thence turning and running
N 39-24-16 E	17.50 feet to a point of curvature; thence running
EASTERLY	37.50 feet by a curve to the right having a radius of 65.00 feet to a point; thence turning and running
S 44-55-25 E	in two courses measuring 22.36 feet and 311.07 feet by the southwesterly sideline of Oliver Street to a point; thence turning and running
S 50-43-21 W	137.41 feet to a point; thence turning and running
S 50-43-35 W	50.08 feet to a point; thence turning and running

S 54-48-04 W 182.87 feet to a point, said last three courses being by the northwesterly sideline of Purchase Street; thence turning and running

N 35-23-51 W 271.99 feet by the northeasterly sideline of Pearl Street to the point of beginning.

Containing 109,135 square feet, more or less.

Together with such other adjacent land located at the intersection of High Street and Oliver Street as may be discontinued as a street or way and purchased from the City of Boston in connection with the development of the above-described parcels.

A portion of said parcel is registered land, being described in Certificate of Title No. 25747 in the Suffolk Registry District, therein bounded and described as follows:

SOUTHEASTERLY by Purchase Street, thirty-three and 13/100 (33.13) feet;

SOUTHWESTERLY by land formerly of J. Harris Niles, the line running through the middle of a party wall, forty-nine and 69/100 (49.69) feet;

SOUTHEASTERLY by the same, one and 21/100 (1.21) feet;

SOUTHWESTERLY still by said Niles land, the line running through the middle of a party wall, fifty and 40/100 (50.40) feet;

NORTHWESTERLY eighty-three hundredths of a foot; and

SOUTHWESTERLY six and 66/100 (6.66) feet still by said Niles land;

NORTHWESTERLY by the southeasterly line of Hartford Place, nineteen and 60/100 (19.60) feet; and

NORTHEASTERLY by the southwesterly line of Hartford Street, one hundred seven and 23/100 (107.23) feet.

NORTHWESTERLY eighty-three hundredths of a foot;
and

SOUTHWESTERLY six and 66/100 (6.66) feet still by said Niles
land;

NORTHWESTERLY by the southeasterly line of Hartford Place,
nineteen and 60/100 (19.60) feet; and

NORTHEASTERLY by the southwesterly line of Hartford Street,
one hundred seven and 23/100 (107.23) feet.

All of the boundaries of said registered land are determined by the Land Court to be located as shown on a plan drawn by Aspinwall and Lincoln, Civil Engineers, dated January 22, 1915, as approved by the Court, filed in the Land Registration Office as Plan No. 5341-A, a copy of a portion of which is filed with Certificate of Title No. 8290.

CITY OF BOSTON

IN THE YEAR NINETEEN HUNDRED AND

AN ORDINANCE

ESTABLISHING THE BOSTON RESIDENTS JOBS POLICY

Be it ordained by the City Council of Boston, as follows:

1. SECTION 1 PREAMBLE:
2. WHEREAS there is a very high rate of unemployment in the City
3. of Boston among both white and minority residents;
4. WHEREAS the subsequent multiplier effect of this high level of
5. unemployment has a direct and deleterious effect upon all the
6. neighborhoods of the City of Boston, resulting in the physical
7. deterioration of neighborhoods, vandalism, and crime;
8. WHEREAS the City of Boston expends nearly one billion dollars
9. in contracts, part of this money derived from taxes paid by
10. city residents;
11. WHEREAS these contracts enable private developers to obtain
12. state and federal funds, and provides such developers with
13. property tax and other benefits, for the purposes of
14. constructing public works projects and other projects aimed at
15. reviving and rebuilding blighted and unproductive areas of the
16. City of Boston;
17. WHEREAS the vast majority of workers employed on such projects
18. are individuals who do not reside in the City of Boston;
19. WHEREAS Black, Hispanic, Asian, and native Americans residents
20. of the City of Boston, as well as female residents, have

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historically been systematically excluded from the construction trades and unions in the City of Boston;

WHEREAS the Boston Resident Jobs Policy has been an Executive Order since September 11, 1979; and,

WHEREAS the United States Supreme Court has declared the Boston Residents Jobs Policy to be a legitimate and legally valid policy;

THEREFORE be it ordained as follows:

SECTION 2 DEFINITIONS:

The following words as used in this ordinance shall, unless the context otherwise requires, have the following meanings:

"Minority person" shall include those persons who are Black, Hispanic, Asian, or native American.

"Resident" is any person for whom the principal place where that person normally eats and sleeps and maintains his or her normal personal and household effects is within the city limits for the City of Boston.

"Agency" shall mean the unit of government, within the structure of the City of Boston that is responsible for the application, administration and execution of Community

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Development Block Grants, projects in the area of housing and employment, and federal affirmative action programs, currently the Neighborhood Development and Employment Agency.

"Contract Compliance Office" is that office within the structure of the City of Boston government that has purview over the areas of compliance and enforcement for federal, state and/or local affirmative action programs.

SECTION 3. POLICY:

(a) On any construction project funded in whole or in part by City funds, or funds which, in accordance with a federal grant or otherwise, the City expends or administers, or which the City is a signatory to the construction contract, the worker hours on a craft-by-craft basis shall be performed, in accordance with the contract documents provided for in section 3(b) below, as follows:

- a. at least fifty percent of the total employee manhours in each trade shall be by bona fide Boston residents;
- b. at least twenty-five percent of the total employee manhours in each trade shall be by minorities;
- c. at least ten percent of the total employee manhours in each trade shall be by women.

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For purposes of this paragraph worker hours shall include work performed by persons filling apprenticeship and on-the-job training positions.

(b) In order to insure compliance with the Ordinance, the provisions of the City of Boston Supplemental Minority Participation and Residents Preference Section shall be included by each city department in all contracts with any private corporation or individual for construction projects covered by this Ordinance.

SECTION 4. COMPLIANCE, ENFORCEMENT, SANCTIONS:

(A). The Agency, as defined in Section 2, shall be designated as responsible for the planning, implementation and enforcement of this Ordinance, and shall have the following duties:

Planning and Implementation. Prior to the commencement of any construction project, capital works, or city economic development plan covered by this Ordinance, the Agency shall:

- (1) review spending plans for such project;
- (2) identify the number of job positions to be created by the project;

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(3) specify training needed for entry level and semi-skilled positions by job title;

(4) in conjunction with appropriate unions and their existing collective bargaining agreements, recruit employees and arrange for training through established union apprenticeship programs; and

(5) establish a job screening and referral agency which shall refer city residents, minorities, and women to contractors and subcontractors to enable such contractors and subcontractors to comply with this Ordinance.

(B) The Contract Compliance Office for the City of Boston shall be responsible for enforcing and monitoring compliance with the provisions of this Ordinance and the contract provisions established in accordance therewith shall have the following duties:

(1) to require all contractors and sub-contractors affected by this Ordinance to submit weekly workforce charts listing workers by name, residential address, craft, job category, hours worked, sex and race. These charts shall be public records.

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(2) to negotiate with all contractors/developers in order to identify and classify construction jobs by job titles, hiring dates, duration and training.

(3) to register all interested community-based organizations, and notify such organizations of any pre-award conferences between the Agency and developer/contractor relating to hiring requirements and goals as stated herein.

(C) The Agency shall have the power, by means of the contract provisions referred to in section (3) above, to impose sanctions upon contractors and subcontractors found to be in non-compliance with this Ordinance. Such sanctions shall include, but not be limited to: i) suspension of payments, ii) termination of the contract, iii) recovery by the City of .1% of the contract award price as liquidated damages, and iv) denial of right to participate in future projects for up to three years.

SECTION 5. LIAISON COMMITTEE:

The Agency shall establish a liaison committee which shall meet monthly, in a forum open to the public, to review the Agency's reports, monitor compliance with the provisions of the

AN ORDINANCE

Ordinance, and make recommendations to the Agency and the City Council regarding enforcement of this Ordinance. The Agency shall accept nominations of three persons from interested groups including, but not limited to: Union Contractors, Non-Union Contractors, Boston Building Trades, State Office of Minority Business Assistance, Contractor Association of Boston, Training Agency personnel, Human Rights activist groups, women's organizations, Community based organizations and the Boston Chamber of Commerce. The Agency shall thereafter select one person from those nominations submitted by each organization to serve without compensation for a term of two years. This nomination and selection process shall be used to fill any vacancy.

SECTION 6. TRAINING PROGRAM:

The City of Boston shall establish or cause to be established, either independently or in concert with craft unions and construction contractors, job training programs to train minorities, Boston residents, and women for skilled or semi-skilled construction jobs. These programs shall be supervised by the Agency.

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SECTION 7. FINES:

Any person who provides false information regarding his or her residence address shall be subject to a fine of not more than \$300.

SECTION 8 INDEPENDENT AGENCIES:

Any and all activities of any independent agency, operating or acting on behalf of the City of Boston, including, but not limited to, the Boston Redevelopment Authority and the Economic Development and Industrial Corporation shall comply with the provisions of this Ordinance.

SECTION 9. PUBLISHING:

Notwithstanding the provisions of the City of Boston Code, Ordinances, Title 2, Section 752, this ordinance shall be published by action of the City Council in passing the same.



CITY OF BOSTON • MASSACHUSETTS

OFFICE OF THE MAYOR
RAYMOND L. FLYNN

EXECUTIVE ORDER

EXTENDING THE BOSTON RESIDENTS JOB POLICY

WHEREAS there is a need to ensure that Boston residents receive maximum benefits from the growing private economy of their city, involving the economic resurgency encompassing office, hotel, retail, institutional and unsubsidized residential development;

WHEREAS there is a high rate of unemployment in the City of Boston, among both white and minority residents;

WHEREAS Black, Hispanic, Asian and Native American residents of the City of Boston, as well as female residents have historically been systematically excluded from the construction trades and unions in the City of Boston and such exclusion can and does exacerbate racial and gender tensions as a result of the competition for scarce construction jobs;

WHEREAS the effect of this high level of unemployment has a serious, substantial and deleterious effect for all the neighborhoods of the City of Boston, resulting in the physical deterioration of neighborhoods, vandalism, and crime;

WHEREAS procedures have been outlined to establish a balance between new large scale real estate developments and the needs of low and moderate income residents of the City of Boston, which procedures provide for the establishment of a Development Impact Project Plan and the execution of a Development Impact Agreement to ensure that developments which afford this opportunity for growth also provide a linkage payment for the production of low and moderate income housing in the city's neighborhoods;

WHEREAS in addition to the foregoing, it is appropriate for the City to ensure that each major private development which encompasses office, hotel, retail, institutional or unsubsidized residential development, has a Boston Residents Construction Employment Plan to ensure employment for Boston residents, minorities and women;

THEREFORE, I do hereby order that the following policy shall take effect as of July 12, 1985:

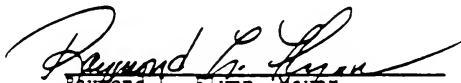
On any new private project or substantial rehabilitation project encompassing office, hotel, retail, institutional or unsubsidized residential development, to which there is a requirement of a Development Impact Project Plan, and to which a Building Permit has not already been issued, that there also be the requirement that the developer submit a Boston Residents Construction Employment Plan to the Boston Redevelopment Authority, which plan shall set forth in detail the developer's

plans to ensure that on a craft by craft basis, the following Boston Residents Construction Employment Standards are met:

- (1) at least 50 percent of the total employee workhours in each trade shall be by bona fide Boston residents;
- (2) at least 25 percent of the total employee workhours in each trade shall be by minorities; and
- (3) at least 10 percent of the total employee workhours in each trade shall be by women.

That plan shall further contain provisions for monitoring, compliance, and sanctions. The Commissioner of Inspectional Services shall not issue any building or use permit with respect to any building, structure, or land which requires a Development Impact Project Plan unless the Director of the Boston Redevelopment Authority has certified on the application for a building or use permit and on each Development Impact Project Plan that the project is consistent with the Boston Redevelopment Authority approved Boston Residents Construction Employment Standards as specified above for said project.

Date: July 12, 1985


Raymond L. Flynn, Mayor

CITY OF BOSTON

chp 12



IN THE YEAR NINETEEN HUNDRED AND EIGHTY SIX

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ESTABLISHING THE BOSTON EMPLOYMENT COMMISSION

Be it ordained by the City Council of Boston, in accordance with the provisions of Massachusetts General Laws Chapter 43B, Section 13, and any other applicable law, as follows:

1. Preamble: Policy of the City of Boston

2. WHEREAS there is a need to ensure that Boston residents
3. receive maximum benefits from the growing private economy of
4. their city and the economic resurgence of office, hotel,
5. retail, institutional, and unsubsidized residential
6. development, including the permanent jobs which emanate from
7. this economic expansion; and

8. WHEREAS there is unemployment and underemployment in the
9. City of Boston, both among majority and minority residents; and

10. WHEREAS Boston is experiencing a resurgence in its economy
11. that is creating the potential for unprecedented economic
12. opportunity; and

13. WHEREAS Boston has fully established itself as the economic
14. center for the entire New England region and is generating
15. wealth and revenues for people throughout the region; and

16. WHEREAS one principal aspect of a strong and vibrant city
17. is the ability of its breadwinners to gain access to secure
18. jobs that pay a living wage; and

19. WHEREAS Black, Hispanic, Asian and Native American
20. residents of the City of Boston, as well as women residents

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have historically been underrepresented in the workforce; and

WHEREAS an Ordinance establishing the Boston Residents Job Policy, Ordinances of 1983, Chapter 30, was promulgated to insure that Boston residents, minorities, and women receive job preference in projects that have city funds or state or federal funds administered by the city; and

WHEREAS the Mayor issued an Executive Order relating to the Boston Residents Jobs Policy, dated July 12, 1985, which established Resident Construction Employment Standards to further ensure employment for Boston residents, minorities, and women; and

WHEREAS under the Boston Residents Jobs Policy, Boston residents are enjoying greatly improved access to jobs in the downtown construction industry; and

WHEREAS it is the policy of this City government to ensure that all people enjoy fair and open access to employment in permanent jobs in the private sector; and

WHEREAS it can be shown that broader cooperation from the private sector can produce meaningful employment opportunities for Boston residents who want and need them; and

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1 WHEREAS job placement is contingent upon proper job training
2 and without necessary skills some Boston residents cannot
3 secure permanent jobs; and

4 WHEREAS it is essential to the success of the 1983 Boston
5 Residents Jobs Policy Ordinance and the 1985 Mayor's Executive
6 Order that projects and employment plans be monitored, that
7 findings be made with respect to compliance, and that
8 recommendations for sanctions be determined, and that all this
9 be done in a manner that provides for the due process rights of
10 all parties; and

11 WHEREAS it is essential to engender an atmosphere of
12 cooperation between the public and private sectors with respect
13 to permanent jobs for Boston residents, minorities, and women;
14 and

15 WHEREAS the following is declared to be in the public
16 interest; now

17 THEREFORE, be it ordained as follows:

18 SECTION ONE: Definitions

19 For the purposes of this Ordinance, the following
20 definitions shall apply, unless the context otherwise requires.

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(1) "Best Efforts." Developers and contractors may rely on traditional referral methods in the hiring of journeymen, apprentices, advanced trainees and helpers. Developers and contractors also shall implement affirmative action steps which include the following to the extent that such steps do not conflict with any applicable collective bargaining agreements:

As to Contractors:

- (i) The contractor shall designate and shall require each subcontractor to designate an individual to serve as a compliance officer for the purpose of pursuing the Boston Residents Construction Employment Standards ("Standards").
- (ii) Prior to the start of construction, the contractor and each subcontractor then selected shall meet with appropriate representatives of the construction trade unions, representatives from the Mayor's Office of Jobs and Community Services, and the awarding or contracting authority for the purpose of reviewing the Standards and the estimated employment requirements for construction

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activity over the construction period of the Covered Project.

- (iii) Whenever any person involved in the construction of a Covered Project makes a request to a union hiring hall, business agent or contractor's association for qualified construction workers, the request shall ask that those qualified applicants referred for construction positions be referred in the proportions specified in the Boston Resident Construction Employment Standards and shall, further, contain a recitation of such Standards. However, if the requesting party's workforce composition at any time falls short of any one or more of the proportions specified in the Standards, the requesting party shall adjust his or her request so as to seek to more fully achieve the proportions specified in the Standards. If the union hiring hall, business agent or contractor's association to whom a request for qualified employees has been made fails to fully comply with such request, the requesting party's compliance

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1. officer shall seek written confirmation from the hall, agent or
2. association that there are insufficient employees in the
3. categories specified in the request and that such insufficiency
4. is documented on the unemployed list maintained by the hall,
5. agent or association. Copies of any confirmation so obtained
6. shall be forwarded to the Commission. Copies of any requests
7. for qualified employees made at a time that the requesting
8. party's workforce composition falls short of any one or more of
9. such Standards shall be forwarded contemporaneously to the
10. Skills Bank.

11. (iv) All persons applying directly to the Contractor or
12. any subcontractor for employment in construction on
13. a Covered Project who are not employed by the party
14. to whom application is made shall be referred by
15. said party to the Mayor's Office of Jobs and
16. Community Services, and a written record of such
17. referral shall be made by said party, a copy of
18. which shall be sent to such Office of Jobs and
19. Community Services.

20. (v) Contractors shall maintain a current file of the

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names, addresses, and telephone numbers of each Boston resident, minority, and woman who has sought employment with respect to a Covered Project, or who was referred to the contractor by the Mayor's Office of Jobs and Community Services but was not hired. The contractor shall maintain a record of the reason any such person was not hired. If the construction of the Covered Project is subject to any union collective bargaining agreements, it shall be deemed a sufficient reason for failure to hire that the applicant for employment was not a union member.

(vi) The contractor shall in a timely manner complete and submit to the Commission a projection of workforce needs over the course of the construction of the Covered Project. Such a submission shall reflect needs by trade for each month of the construction process.

(vii) The contractor shall obtain from each worker employed in the construction of the Covered Project a sworn statement containing the worker's name and place of residence.

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1. (viii) One week following the commencement of construction
2. of the project, and each week thereafter until such
3. work is completed, the contractor shall complete
4. and submit to the Mayor's Office of Jobs and
5. Community Services for the week just ended a report
6. which reflects (a) for each employee, the
7. employee's name, place of residence, race, gender,
8. trade and the total number of worker hours he or
9. she worked, and (b) the total worker hours of its
10. total workforce.
11. (ix) The contractor and each subcontractor shall
12. maintain records reasonably necessary to ascertain
13. compliance with the steps detailed in clauses (i)
14. through (viii) hereof for at least one year after
15. the issuance of a Certificate of Occupancy for the
16. Covered Project. In its review of records of a
17. construction project submitted to demonstrate
18. compliance with these steps, the Commission shall
19. take into consideration any affirmative action
20. outreach programs and affirmative action job

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training programs of the particular trades participating in the Covered Project.

As to Developers:

(x) Developers of Covered Projects shall incorporate in every general construction contract or construction management agreement an enumeration of the Standards and shall impose a responsibility upon any such general contractor or construction manager to take all steps enumerated in clauses (1) - (ix) in Section One (1) and to incorporate such Standards in all subcontracts and impose upon all subcontractors the obligation to take such steps.

(xi) The developer shall meet with the contractor no less frequently than weekly throughout the period of construction of the Covered Project to review the contractor's compliance with such Standards and steps. The developer shall maintain minutes of such meetings and shall forward a copy of such minutes to the Mayor's Office of Jobs and Community Services within ten (10) days of each such meeting.

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(xii) The developer shall comply with the escrow deposit requirements of Section Eight hereof.

(2) "Boston Employment Commission", hereinafter "Commission." There shall be in the City a Commission known as the Boston Employment Commission, consisting of seven (7) members, all appointed by the Mayor. The Commission shall have the powers and duties set forth in Section Three herein. The members of the Commission shall be deemed special municipal employees for purposes of Chapter 268A of the Massachusetts General Laws.

(3) "Boston Resident." Any person for whom the principal place where that person normally eats and sleeps and maintains his or her normal personal and household effects is within the city limits of the City of Boston

(4) "Boston Residents Construction Employment Standards." The standards as contained below:

- (i) At least fifty percent (50%) of all Worker-Hours on a craft-by-craft basis in Covered Projects shall be worked by Boston Residents;
- (ii) At least twenty-five percent (25%) of all

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Worker-Hours on a craft-by-craft basis in Covered Projects shall be worked by Minority Persons;

- (iii) At least ten percent (10%) of all Worker-Hours on a craft-by-craft basis in Covered Projects shall be worked by women.

(5) "Boston Resident New Hire Goals" The Commission will determine baseline hiring goals for Boston residents, minorities and women, such determination to be based upon a consideration of:

- (i) current workforce composition;
- (ii) the composition of the workforce that is unemployed;
- (iii) numbers and categories of new job opportunities being created in Boston; and
- (iv) an examination of employment trends in Boston over the last 5 years.

The Commission shall reevaluate annually, and modify if appropriate, such goals based upon the number of permanent full-time equivalent new hires of Boston residents, minorities and women during the previous calendar year.

- (6) "Covered Projects." All projects, contracts, or



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agreements within the jurisdiction of:

- (i) the Boston Residents Jobs Policy, Ordinances of 1983, Chapter 30 (hereinafter referred to as "Jobs Ordinance") and for which the contract or agreement is executed after the effective date of this ordinance; and
- (ii) any new construction or substantial rehabilitation project in the city to which any partial or full building permit has not already been issued for this specific construction or rehabilitation, dedicated to a retail, restaurant, and/or institutional use as defined in the Boston Zoning Code, which requires approval by the Zoning Board of Appeals and in which it is proposed to erect a structure or structures having a total gross floor area (exclusive of all accessory parking garage space) in excess of one hundred thousand (100,000) square feet or to enlarge or extend a structure or structures so as to increase its (or their) gross floor area (exclusive of all accessory parking



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garage space) by more than one hundred thousand (100,000) square feet or to substantially rehabilitate a structure or structures having, or to have, after rehabilitation, a gross floor area (exclusive of accessory parking garage space) of more than one hundred thousand (100,000) square feet.

(7) "Major Employer." Any corporation, partnership, individual, or institution which employs more than five hundred people to work within the City of Boston.

(8) "Mayor's Office of Jobs and Community Services," hereinafter "OJCS". The agency within the City of Boston government responsible for compiling compliance information in accordance with the Boston Residents Construction Employment Standards and the Minority Business Enterprise/Women's Business Enterprise Programs.

(9) "Minority Business Enterprise" ("MBE") A business organization in which 51% in the aggregate of the beneficial ownership is held by one or more minority persons.

(10) "Womens Business Enterprise" ("WBE") A business organization in which 51% in the aggregate of the beneficial ownership is held by one or more women.

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1. (11) "Minority Person" or "Minority". Any person who is
2. Black, Hispanic, Asian, or Native American, as these terms are
3. defined by the United States Census Bureau.

4. (12) "Permanent Job." Any full-time position, or its
5. equivalent, that an employer would fill year-round and continue
6. to fill indefinitely in a particular location.

7. (13) "Skills Bank." A job screening and referral bank
8. maintained by OJCS, which shall refer residents to available
9. jobs and/or to appropriate training programs, including but not
10. limited to, programs offered at the Hubert Humphrey
11. Occupational Resource Center.

12. (14) "Voluntary Employment Plan." Any plan to promote
13. hiring for jobs in Boston of Boston residents, minorities,
14. and/or women developed by a Major Employer or a group of Major
15. Employers.

16. (15) "Worker-Hours." The sum total of all hours worked by
17. all persons performing construction work.

18. SECTION TWO: Scope of Jurisdiction

19. The Commission's jurisdiction shall extend to: (1) Covered
20. Projects and (2) assistance in the formulation and monitoring



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of Voluntary Employment Plans.

SECTION THREE: Powers and Duties

A. Covered Projects

(1) The Commission shall make determinations as to compliance by developers and contractors with the Boston Residents Construction Employment Standards. The Commission shall gather and receive compliance information from OJCS, investigate noncompliance complaints, make compliance determinations and, where appropriate, shall recommend sanctions to the awarding or contracting authority. The Commission may gather compliance information at any time and shall make compliance determinations in phases for each Covered Project in accordance with Sections Five, Six and Seven herein. For projects under construction upon the passage of this ordinance, all existing contracts and agreements shall remain in full force and effect and the provisions of this ordinance shall not otherwise apply.



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1. (2) The Commission shall have the authority to
2. require developers of Covered Projects to submit:
3. (i) detailed plans which show how the developer
4. intends to meet the Boston Residents Construction
5. Employment Standards; and (ii) detailed plans
6. which show how the developer intends to meet
7. MBE/WBE goals contained in or applicable to City
8. contracts.

9. (3) In the review of such detailed plans, the
10. Commission shall consider any affirmative action
11. outreach programs and affirmative action job
12. training programs of the particular trades
13. participating in the Covered Project and
14. participation, if any, of the developer or the
15. contractor in any such program.

16. (4) The Commission shall monitor MBE/WBE goals
17. contained in or applicable to City contracts. The
18. Commission shall receive compliance information
19. from OJCS and shall recommend to the awarding or
20. contracting authority appropriate remedies for

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1. noncompliance.

2. (5) The Commission shall monitor Davis-Bacon Act
3. requirements contained in City agency or authority
4. contracts. The Commission shall receive
5. compliance information and shall forward any
6. information concerning apparent noncompliance to
7. appropriate federal agencies.

8. B. Voluntary Employment Plans

9. (1) The Commission shall meet with a group of
10. representatives of Major Employers to review
11. voluntary aggregate hiring goals set by said
12. employers.

13. (2) The Commission shall receive information
14. concerning the success in meeting the voluntary
15. aggregate hiring goals.

16. The Commission shall encourage a group representing
17. the Major Employers to issue an annual public
18. report on the success of this effort and of
19. voluntary business programs such as Boston Summer
20. Jobs Program, the Boston Compact and BostonWorks.

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(3) The Commission shall encourage Major Employers to adopt Voluntary Employment Plans, which promote a collaboration between the public and private sectors to expand employment opportunities for Boston residents, minorities and women. The Commission shall encourage Major Employers to incorporate the Boston Resident New Hire Goals in their Voluntary Employment Plans. The Commission shall advise OJCS and other City agencies of the amounts and types of assistance identified by Major Employers as being necessary to achieve the goals included in their Voluntary Employment Plans. Such assistance may include, but is not limited to, job training, adult literacy and referral services. The Commission may conduct surveys to assess the progress made toward hiring goals as to Boston residents, minorities and women.

C. General

(1) The Commission shall have the authority to promulgate regulations as to matters within the

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Commission's purview after public notice and hearing and upon a majority vote of all members.

(2) The Commission shall cause to be created, in conjunction with the Mayor's Office of Jobs and Community Services, a job training program. Said job training program shall be conducted at the appropriate sites which may include the Hubert Humphrey Occupational Resource Center, or its successor, or other appropriate skills training facilities. The purpose of said training program is to provide skills training to any Boston Resident in order to be fully qualified for entry into existing apprenticeship programs or jobs. Subject to appropriation by the Mayor and the City Council, any fines levied against the escrow fund set out in Section Eight shall be for the benefit of this jobs training program and no other.

SECTION FOUR: Composition

The Commission shall be composed of seven (7) members, all of whom shall be appointed by the Mayor. The Commission shall

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1 be representative of the interests of business, minorities,
2 women, organized labor, Boston Building Trades Council, and the
3 Mayor's Jobs Liaison Committee. Members of the Commission
4 shall have demonstrated commitment to equal employment
5 opportunity. All members of the Commission shall be Boston
6 residents or shall maintain their principal place of business
7 in Boston.

8 (1) Term of Office

9 Commission members shall be appointed to two-year terms,
10 and members shall serve until their successors are duly
11 appointed. If a vacancy on the Commission occurs before a term
12 expires, that vacancy shall be filled by appointment by the
13 Mayor for the balance of the unexpired term.

14 (2) Removal

15 The Mayor may remove a member for just cause by filing a
16 written statement to that effect with the City Clerk. Reasons
17 for just cause shall include but not be limited to a pattern of
18 nonattendance, lack of residency or employment in the City of
19 Boston, noncompliance with the procedures established under
20 Section Five herein, failure to disclose conflicts of interest

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incapacity due to illness, or conviction of a crime. The Mayor's determination that just cause for removal exists shall be conclusive.

(3) Chair

The Chairperson of the Commission shall be designated by the Mayor and shall serve in that capacity for a term of two years.

(4) Quorum

In no event shall a quorum be fewer than four members of the Commission.

(5) Voting

Every vote of the Commission shall require an affirmative vote of no fewer than four (4) members of the Commission.

SECTION FIVE: Procedures

Actions or determinations under Section Seven, Eight or Nine herein shall be taken or made in accordance with the following administrative procedures:

- (1) Hearings and Notice to Parties. A party subject to the jurisdiction and recommendation power of the Commission shall be entitled to a hearing and shall

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1. be given at least fourteen (14) calendar days notice of any
2. such hearing directly affecting his or her interests, such
3. notice to be in writing to the party and sent by mail, postage
4. prepaid, first class, to the party's usual place of business.

5. (2) Method. Decisions to recommend sanctioning a party
6. shall require a majority vote of the Commission.
7. The Commission shall adopt procedures, voted by a
8. majority of all members, to establish the time,
9. place, and manner for its members to meet and vote
10. and for making determinations of compliance and
11. recommendations to awarding authorities or
12. agencies. All protections necessary to fulfill
13. due process requirements shall be incorporated in
14. the aforementioned procedures. Such procedures and
15. any revisions to such procedures shall be submitted
16. in writing to the Mayor and OJCS within twenty-one
17. (21) calendar days of their scheduled adoption.

18. (3) Public Meetings. The Commission shall be subject
19. to the requirements of the Massachusetts Open
20. Meetings Law, G.L. c.39, §23A-C.

AN ORDINANCE

(4) Records.

The Commission shall keep records of its meetings and shall record no less than the following: the time and place of the meeting; the topic(s) discussed at the meeting; members in attendance at the meeting; any votes taken; and any disclosure by members of conflicts of interest. The Chairperson or his or her designee shall maintain such records in a good and legible condition. The records shall be available for inspection by any member of the public upon reasonable notice.

SECTION SIX. Standards for Compliance

The Commission shall use the Boston Residents Construction Employment Standards to monitor compliance of Covered Projects with this ordinance. A Covered Project shall be deemed to be in compliance if (1) the statistical monitoring data at the relevant determination date, as set forth in Section Seven hereof shows compliance with the Boston Residents Construction Employment Standards; or (2) if the Commission determines that Best Efforts have been made to comply with the Boston Residents

AN ORDINANCE

Construction Employment Standards.

SECTION SEVEN: Determination of Compliance

The Commission shall make determinations as to compliance by developers and contractors of Covered Projects with the Boston Resident Construction Employment Standards at time intervals as set out in one of the following two schedules, whichever allows for more frequent determinations:

(1) When the Covered Project is 25, 50, 75 and 100 percent complete, or,

(2) Every three months from the date of commencement of the Covered Project.

"Percent complete" shall be measured by the percentage of the total worker hours expected to be worked on the project. The Commission shall monitor that percentage and shall include it in its monitoring reports.

SECTION EIGHT: Establishment of Escrow Fund

An escrow fund shall be established for each project which is a Covered Project, as defined in Section One (6)(ii) herein. Payment into the escrow fund shall be made by the developer when the developer secures permanent financing for

AN ORDINANCE

1. the Covered Project. The developer shall pay into the escrow
2. fund an amount equal to one-tenth of one percent (.1%) of the
3. total construction cost of the project as stated in the
4. building permit application for the Covered Project; provided,
5. however, that if either the developer or contractor has been
6. subject to a determination of noncompliance at more than two
7. determination dates in any prior Covered Project in which they
8. have participated in the preceeding twenty-four months, the
9. amount of the escrow fund required for the Covered Project
10. shall be two-tenths of one percent (.2%) of such construction
11. cost. The developer shall deposit these funds with an escrow
12. agent agreed upon by the parties pursuant to an escrow
13. agreement to which the Commission, the awarding or contracting
14. agency and the developer are parties, who shall hold said fund
15. for the purpose of satisfying any accrued fines levied in
16. relation to a project.

17. The escrow agent, at the time of deposit into the escrow
18. account, shall deduct all fines which have accrued against the
19. fund to that date. There shall be a written escrow agreement
20. detailing the terms under which the escrow funds are held.

AN ORDINANCE

Such agreement shall provide, at a minimum, that any demand for payment from the escrow account which is made upon the escrow agent by the awarding or contracting authority shall be made in writing and shall be accompanied by a written statement of the reason for such demand, including any factual findings supporting such reason. The demand shall further instruct the escrow agent that he/she is to take no action on the demand for at least forty-eight (48) hours after receipt. A copy of the demand shall be simultaneously served upon all other parties to the escrow agreement.

Interest, if any, accrued by the fund, shall remain in and become a part of the escrow fund until such time as the fund shall be released. When all necessary permits for the use of the building have been issued to the developer, including but not limited to an occupancy permit and a finding of compliance has been made by the Commission, all monies in the escrow fund, including any accrued interest, shall be released and returned to the developer.

SECTION NINE: Sanctions

The Commission shall have the authority to recommend to the

AN ORDINANCE

awarding or contracting agency that sanctions against the developers and contractors of Covered Projects be imposed for noncompliance with the Boston Residents Construction Employment Standards and/or for non-compliance with section Three (A)(1) of this ordinance. The Commission shall recommend the imposition of any or all three of the following sanctions:

- (1) Fines to a maximum of three hundred dollars (\$300.00) for each violation as determined by the Commission when such developer or contractor was not in compliance, as defined in Section Six, each day of non-compliance to be considered as a separate violation, to be levied against the escrow fund as established by Section Eight herein, provided that fines may still be levied and will still be due if the escrow account is exhausted;
- (2) Preclusions from the award of municipal contracts and competitions for public development rights for a period of up to three (3) years, provided that this sanction may only be recommended at the

AN ORDINANCE

completion of the Covered Project; or

(3) Sanctions as authorized by the Jobs Ordinance or incorporated in contracts.

The recommendation of sanctions under this section shall not preclude and shall be in addition to any action or sanction authorized by contract or agreement or otherwise authorized by law.

SECTION TEN: Staffing

The Commission shall have staff consistent with the Commission's purpose. The Director of OJCS shall be the Executive Director of the Commission, provided, however, that said Director shall be wholly compensated for his/her duties as Director from the budget of OJCS.

SECTION ELEVEN: Conflicts of Interest

No member shall appear before the Commission or represent any person, firm, corporation or other entity in any matter pending before the Commission. Members shall not participate in a discussion or a decision of the Commission on any matter in which they are directly or indirectly interested in a personal or a financial sense. Any disclosure of conflict of

AN ORDINANCE

interest shall be entered into the records of the Commission.

SECTION TWELVE: Severability


The provisions of this ordinance are severable, and if any provision shall be held invalid or unconstitutional by a decision of any court of competent jurisdiction such invalidity shall not impair, or otherwise affect, any other provisions of this ordinance.

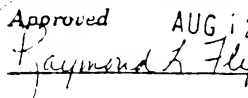
SECTION THIRTEEN: Effective Date

This ordinance shall take effect 30 days after enactment.

JUL 30 1986

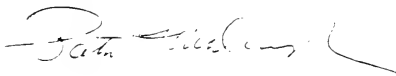
In City Council
Passed

 City Clerk

Approved AUG 12 1986
 Mayor

A true copy of Chapter 12 of the Ordinances of 1986.

Attest:



Assistant City Clerk



CITY OF BOSTON • MASSACHUSETTS

OFFICE OF THE MAYOR
RAYMOND L. FLYNN

July 1, 1986

TO THE CITY COUNCIL

Dear Councilors:

I transmit herewith for your approval an ordinance that would further our mutual goal of greater access to economic opportunity for the residents of Boston.

The Boston Employment Commission that would be established through this ordinance would be a body uniquely suited to encourage and foster the progress of Boston residents in securing construction jobs and permanent employment in our surging downtown economy. It would be composed of individuals committed to the Boston Jobs for Boston Residents policy. Like your honorable body, they would pursue the fundamentally important objective of knitting together strong, vibrant neighborhoods and families with the fabric of secure employment at a living wage.

You will note in reviewing this revised draft of the Boston Employment Commission ordinance that it incorporates improvements that emerged from several discussions involving Councilor Menino, leaders of business and labor, members of my Administration, and me. The improvements, chiefly in the form of clarifications of language and usage, address concerns expressed by the business and labor representatives.

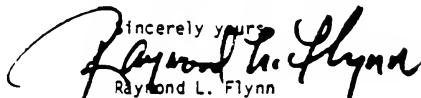
It is a firmly-held and publicly-demonstrated principle of this Administration and your honorable body that Boston residents should share in the benefits from a downtown economy that is generating wealth and opportunity for the entire region. In taking up our responsibility to create institutional instruments of economic opportunity, we are meeting a challenge that has faced this city and our nation for decades. Indeed, in his first State of the Union message in 1964, President Lyndon Johnson surveyed cities in distress and said of his Administration and the Congress, "Our task is to replace their despair with opportunity." Clearly, in this same spirit, it is our task in 1986 to build bridges of opportunity to neighborhoods where none has existed before.

City Council
July 1, 1986
Page 2

Given the gravity of the issue, it is my firm hope that your honorable body will see fit to pass on this bill with all deliberate speed.

Thank you for your continued cooperation on this critical issue.

Sincerely yours,



Raymond L. Flynn
Mayor of Boston



CITY OF BOSTON

IN THE YEAR NINETEEN HUNDRED AND

AN ORDINANCE

AMENDING THE BOSTON EMPLOYMENT COMMISSION

Be it ordained by the City Council of Boston, in accordance with the provisions of Massachusetts General Laws Chapter 43B, Section 13, and any other applicable law, as follows:

1. SECTION ONE: The Ordinance establishing the Boston Employment
2. Commission is hereby amended in section one (v) by striking the last
3. sentence as it appears and inserting the following in place thereof
4. "If the construction of a the Covered Project is subject to any union
5. collective bargaining agreements, it shall be required that the employee
6. complies with any lawful union security clauses contained in such agreement."
7. SECTION TWO: This Ordinance shall take effect upon passage.

8.

9.

10.

11.

12.

In City Council September 10, 1986. Passed.
Approved by the Mayor September 26, 1986.

13.

14.

Attest:

15.

16.

City Clerk

17.

A true copy of Chapter 17 of the Ordinances of 1986.

18.

Attest:

19.

20.

Assistant City Clerk

EXHIBIT E
PROJECTED WORKFORCE FORM

Address: _____ GEN _____ SUB _____

Date Submitted:

PROJECTED WORKFORCE:

TRADE

**NUMBER OF PROJECTED
PROJECT WORKERS**

Blank lined paper for writing.

TOTAL:

Signature: _____

Company Official

kW / I

RESIDENCY VERIFICATION FORM

Project: _____

Contractor or
Subcontractor: _____

To be completed by Employee:

Name of Employee: _____

Employee's Residential
Address: _____

I hereby state under the pains and penalties of perjury that the foregoing information is true.

Signature
of Employee: _____

Date: _____

To be completed by Contractor or Subcontractor:

: The foregoing information was verified by the following:

Driver's License _____
Utility Bill _____
Rent Receipt _____
Return Mail _____
Receipt _____
Other _____
(Please Specify) _____

The foregoing information was not verified: _____

Signature of Contractor
or Subcontractor: _____

Date: _____

WEEK OF: _____

PERCENT
COMPLETED

PROJECT DATE OF COMPLETION

TO: _____

Name of Contractor () or Subcontractor ()

Address: _____

Project or Contract No. _____

CODES: 1. Caucasian
 2. Black
 3. Hispanic
 4. Asian
 5. Other

Name and Address

SEX
M/FWork
ClassificationEthnicity
(See
Codes)

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S M T W TH F S

Hours Worked Each Day

Total
Hours

Signature

Name & Title

Date

MANNING REQUEST FORM

To: _____

From (Name of Contractor
or Subcontractor): _____

Name of Project: _____

Please be advised that construction of the above referenced Project is subject to the Boston Residents Construction Employment Standards which are as follows:

At least fifty percent (50%) of all worker-hours on a craft by craft basis shall be worked by Boston Residents;

At least twenty-five percent (25%) of all worker-hours on a craft by craft basis shall be worked by Minority Persons;

At least ten percent (10%) of all worker-hours on a craft by craft basis shall be worked by women.

Please refer to Chapter 12 of the Ordinances of 1986 for the City of Boston for a more complete description of such standards.

In fulfilling manning requests made by the undersigned for qualified construction workers to be employed in construction of the Project, please refer such workers in the same proportion as such Boston Residents Construction Employment Standards.

Complete only if applicable:

At the time of this request, our work force composition is not in proportion to such Boston Residents Construction Employment Standards. Therefore, to help us meet such standards, in fulfilling this manning request please refer such workers in the following proportions:

Boston Residents: _____ percent

Minority Persons _____ percent

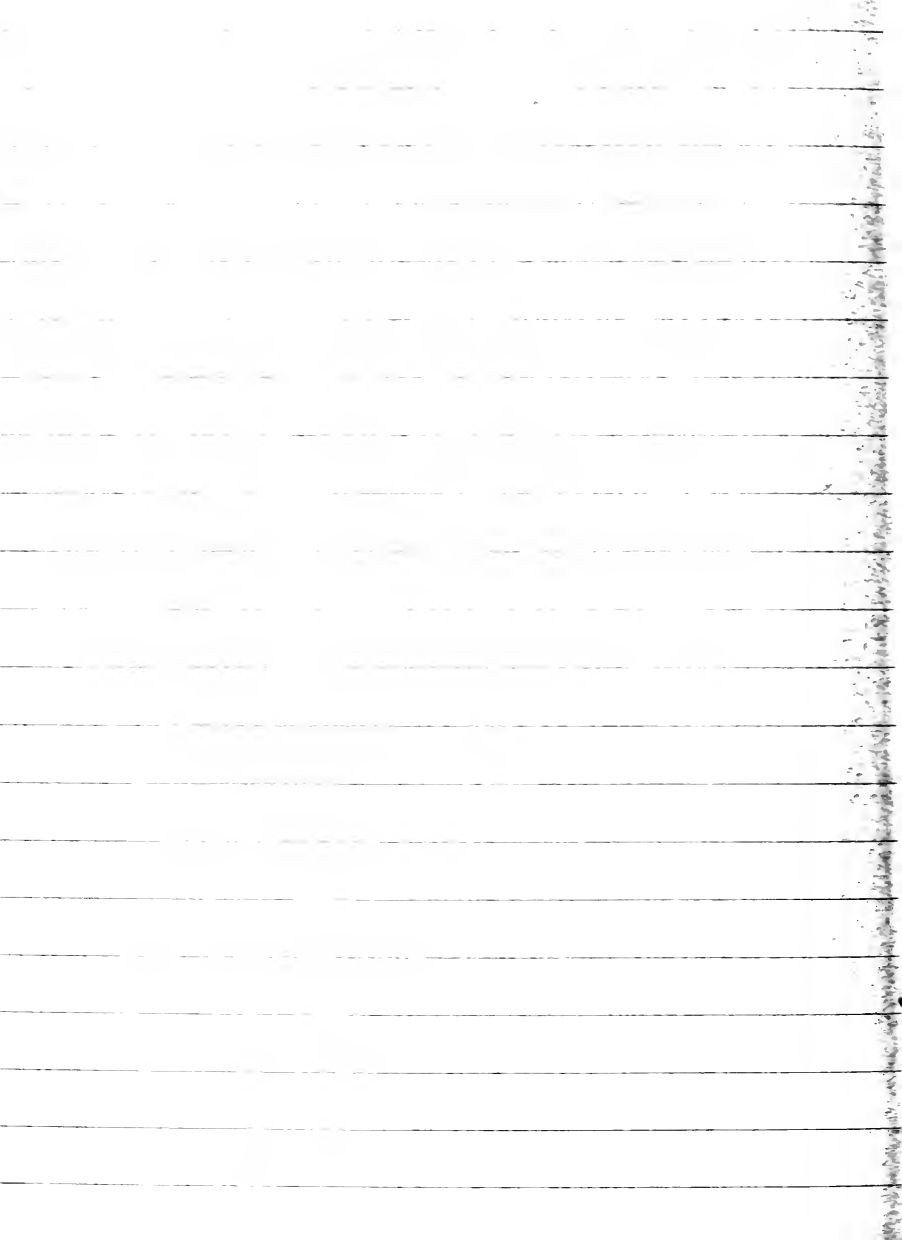
Women _____ percent

Signature of Contractor
or Subcontractor: _____

CBD
P966.H
1987

THE PROPECT CO.

ONE TWENTY FIVE HIGH STREET



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